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FOR
PUBLIC MEETINGS.

G. F. CHAMBERS

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A

HANDBOOK

FOR

PUBLIC MEETINGS.

INCLUDING

HINTS AS TO THE SUMMONING & MANAGEMENT OF THEM;

AND AS TO

THE DUTIES OF CHAIRMEN,

CLERKS, SECRETARIES, AND OTHER OFFICIALS;

RULES OF DEBATE,

AND MUCH INFORMATION USEFUL TO THE CLERGY,
TO ALL CLASSES OF LOCAL AUTHORITIES,
AND PUBLIC COMPANIES;

TO WHICH IS ADDED A DIGEST OF REPORTED CASES RELATING TO MEETINGS, POLLS, AND THE CONDUCT OF BUSINESS GENERALLY.

BY

GEORGE F. CHAMBERS, F.R.A.S.,

OF THE INNER TEMPLE, BARRISTER-AT-LAW;
SOMETIME CHAIRMAN OF THE BROMLEY LOCAL BOARD;
AND FORMERLY AN INSPECTOR OF THE LOCAL GOVERNMENT BOARD.

Author of a "Digest of Public Health Law," and many other Works.

THIRD EDITION.

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PREFACE.

LOCAL circumstances have furnished me with many opportunities of learning how a Public Meeting should be, and how it should not be conducted. I imagine that I have attended more such meetings than most people, whilst a membership extending in succession over more than twenty years of a Town Council, a County Council, and a Metropolitan Borough Council has given me much experience of a sort not to be acquired by the study of the best written books, or by the precepts of the ablest of Tutors.

The books available for the guidance of those who would get up a Public Meeting are few in number, and none that I have seen appear to have been written by men who have served as Chairmen or Promoters of such meetings; the information afforded is therefore often theoretical rather than practical. This observation will supply a clue to my aims in writing the present volume. I have endeavoured to be thoroughly practical, and as I wished to eschew all extraneous matter of whatever kind, I have adopted a style of writing which is rather concise and to the point, than pleasant to the eye of a scholar.

The term "Public Meeting" is a very vague one. It applies equally to a hole-and-corner meeting of six aggrieved parishioners in a Parish Vestry, and to an Indignation Meeting of 3,000 Free Britons in St. James's Hall, to protest against the tyranny of the Russians in Turkey. Nevertheless, the leading principles of management are the same in all cases.

I have given particular attention to the functions of the Chairman, because so much of the success or failure of every meeting, whether great or small, depends upon the tact and good sense of the person who presides. Full instructions will be found as to the very troublesome question of the best way

to deal with motions; and amendments thereon. I have, however, adopted what may be called the ordinary system in its best form, for the House of Commons system, though it has many advantages, is not generally suitable for all purposes. In meetings consisting in part of uneducated people, it is quite out of place because of the explanations which need to be given before it can be employed, and I doubt if it would be generally easy to find Chairmen unconnected with the Houses of Parliament who could explain it clearly to others.

After having disposed of general principles of management applicable more or less to all sorts of meetings, I have exhibited in a handy form all those numerous provisions which particular statutes have prescribed for particular classes of meetings.

The "Digest of Cases" comprises a large amount of material selected with one leading idea in view: namely, to furnish in a concise form cardinal principles more or less applicable in spirit to all kinds of meetings. Cases dealing with circumstances of a special or local character have not, as a rule, been included.

I shall cordially welcome any suggestions that may be made to me by qualified persons, which are calculated to increase the usefulness of this Work.

NOTE TO THE THIRD EDITION.

The third edition has been carefully revised, where revision was deemed requisite, and various additions have been made in order to bring the text up to date; but the general structure of the Work has not been altered, the large and steady sale which it has being taken as a proof that it not only meets an acknowledged want, but does so in an acceptable way.

G. F. C.

1, Cloisters, Temple,
October, 1907.

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PART I.

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CHAPTER I.

HOW TO GET UP A MEETING.

Meetings a constant necessity of English life.—One man should take the lead as "Convener."—And summon private preliminary Committee.—Preliminary expenses.—Provisional Treasurer.—No promotion money.—"Big-wigs" as Chairmen.—Notices and Hand-bills.—Tickets not usually desirable. Opponents to be put in Front Seats.—Form of Notice.—Reporters to be encouraged.—When persons hostile should be invited.—Toleration.—Packing of Meetings.—Meetings convened by Requisition.—Care to be taken that suitable days and hours are chosen for meetings.

1. Cases are constantly occurring in which the necessity of doing something in a town is recognised by everybody, yet nobody has courage or experience enough to make the first move. A grievance exists which would be remedied if the parties who could control it were to have their attention directed to it at the right time and in the proper manner; a new railway is wanted, and would probably be made if somebody were to let somebody else know that the public felt the want thereof; a colliery explosion has resulted in a number of widows and orphans being left destitute, who would be relieved if somebody would collect

and publish fuller statistics than the newspapers can be expected to furnish; a public library or a literary institution of some sort is a great desideratum, and would soon make its way if once set on foot, but nobody knows how to set the thing going, and so on *ad infinitum*.

2. My present purpose in this chapter is to jot down practical hints which will enable one or two even diffident individuals, with a good cause at their backs, to bring it before their friends and neighbours.

3. It may be something in the nature of a truism to say that every public meeting must be initiated by one man, but what I mean is, that if a public meeting on any subject is to take place at all, some one person must volunteer to take the first step, and must be content to bear, for awhile, all the insinuations (if any) which his action may provoke. He must patiently abide the taunt that he is moving in order to benefit himself, or to advertise his firm or his shop, or to pay off a grudge to a rival, or to annoy somebody; but, always assuming that his motives are pure, he must trust to the future results of his labours to justify his "interference," or his "self-sufficiency," or his "undue precipitation," or "rashness," or whatever the precise accusation may be.

4. When public action is determined on, let some one person in particular constitute himself the "convener;" let him next assemble a few sympathetic friends privately in a private house. Limit the number to six; often three or four will amply suffice. Let one be made the temporary Treasurer and Secretary of the movement, and let it be a distinct understanding, reduced to writing, that this Treasurer, or some *one* individual, and no one else, becomes responsible up to some pre-determined stage for all the expenses of the movement. It will rarely happen that the preliminary expenses of a movement will involve anything besides a few circulars or post cards, or a newspaper advertisement, or some handbills. As a rule, some such coin as a sovereign will cover every preliminary expense, and it will give confidence to the little band of self-

appointed conveners, and to their printer, to know that, from even its very embryo stage, method and order may be expected to mark the progress of the undertaking.

5. If it is decided that the early deliberations of the private committee are to be followed up by a public appeal let the same principles of order be adhered to. Let the additional expenses be still undertaken by some one individual, be limited, if needs be, to some prescribed amount, and be guaranteed, perhaps, by contributions; but let such limitation and such guarantee be in all cases put into writing, however informal its shape.

6. If the projected public meeting is for the limited purpose of a "demonstration," beginning and ending on one night, all possible preliminary expenses up to its termination should, as a rule, be covered by some such sum as 5*l.*, or 10*l.* at the outside, unless some very extensive preparations and display are contemplated. But the one special point which I press on the reader's attention is the importance of the expenses being dealt with beforehand in writing. If on the other hand the first public meeting is intended to discuss or inaugurate some permanent organisation it is only fair that the man who has been spoken of above as the "Treasurer" should be allowed to stipulate that he be repaid, out of the corporate fund to be hereafter created, the money for which he may have made himself liable during the preliminary stages—I mean, of course, actual money out of pocket, as vouched for by tradesmen's bills or otherwise. No "promotion money" or *douceurs* should under any circumstances be offered to, or be accepted by, any of those who initiate a public movement in the form sketched out above. The movement, whatever its aim, should be started under the control of men whose intentions and motives are above suspicion. This even applies where the object in view is a commercial one. I do not mean that in no case is the private committee to comprise any men who may hope to occupy remunerative positions in connection with the future undertaking; for instance, a meeting to get up a

gas company may often be started with no improper motives by a man who may fairly expect to become, hereafter, a director or even the chairman of the company; but what I mean is, that any payments made for promotion services rendered at the commencement of a movement should be made when the permanent organisation is constituted, and in the full light of day.

7. Having determined on getting up a public meeting we come now to the questions, who is to call it and who is to preside over it.

8. Every voluntary public meeting should be summoned by one man, or by the select few who have discussed the preliminary ideas. Let him or them be prepared to incur whatever odium may arise, and to continue their efforts regardless of the insinuations alluded to on a previous page. The principal convener has a clear legal right to put himself in the chair, but if the meeting is likely to be one that will give rise to much difference of opinion, or if its aims are likely to be advanced by its being presided over by some "big-wig," whose attendance can be had by a little negotiation, it will often be well for the convener to waive his rights, and at the time appointed for the commencement of the proceedings to rise from some conspicuous seat, and move that Lord A. or Mr. B. be requested to take the chair. The position of chairman of a public meeting is one of such importance that a separate chapter must be devoted to it. This chapter will be brought to a close with some suggestions connected with the working out of certain details which are necessary to be observed, if a successful public meeting would be had.

9. An important piece of advice to the promoters of a public meeting is this:—"Make friends of the newspaper reporters." The barest announcement in the local papers will often be a great help to a struggling movement, and if the reporters see that their help is thought worth having; if a table is prepared for them in a good position, and inkstands, &c. got ready, they will be sure to recipro-

cate the compliment. This pre-supposes also that cards or letters of invitation have been sent to them beforehand; do not leave them to find out that a meeting is going to be held, and compel them to apply to know whether their presence is wished for. If the matter is left to chance, they may not hear of your meeting in time, or may have made arrangements to be somewhere else at the same moment.

10. Let the notices or handbills convening the meeting be brief, but also let them be as explicit as possible. State objects, time and place, in such a way that no mistakes can be expected to arise. Whether a meeting should be *bonâ fide* open to all comers, or should be a "ticket-meeting," open only to holders of tickets, is a question on which it is difficult to advise definitely. As a rule, however, ticket-meetings are objectionable, because, not being representative of the public at large, they do not carry as much weight as really public meetings; nevertheless, if the question mooted is one which is causing local excitement, and the meeting is likely to be attended by opponents who will come, not to listen or to argue, but to obstruct and make a noise, then resort to tickets may be not only desirable, but essential. Unless, however, there are really serious reasons to suppose that something like organized obstruction, or a breach of the peace, will take place, it is better to admit all comers, *giving the front seats to opponents.* In a general way, if the notice convening the meeting is carefully framed, a competent chairman may depend upon the fairness and good sense of an average English audience (I am not writing for colliers) to back him up in keeping order. He may appeal to the notice as indicating who ought *not* to take part in the meeting, at least, in a noisy, factious, or obstructive manner. It cannot, however, be too plainly stated that the conveners of a meeting are alone entitled to control the order of its proceedings, and to turn out of it, if needs be, all who are disposed to make themselves obnoxious to the programme presented by the chairman on behalf of the

conveners. This is a cardinal principle of meetings often not realized either by promoters or intruders.

11. The following form of notice may serve as a guide :—

PROPOSED CATTLE MARKET FOR LEWES.

NOTICE IS HEREBY GIVEN, THAT

A PUBLIC MEETING

Of the Inhabitants favourable to the Establishment of a Cattle Market Company under the "Companies Acts,"

WILL BE HELD

AT THE COUNTY HALL, LEWES,

ON MONDAY THE 1st APRIL, 1897.

LORD HAMLAKE will take the chair.

The Proceedings will commence at Eight o'clock.

12. Sometimes where a meeting is open to everybody, the notice closes with some such words as :—"All persons who may come will be expected to obey the chair," but the usefulness of any such announcement is very doubtful.

13. When a meeting is convened not so much to promote a pre-arranged policy, as to elicit public feeling on a question, with the view of determining whether certain ulterior proceedings shall, or shall not, be taken, it is often a good thing to invite the co-operation or attendance of known or supposed opponents, or of persons interested on the opposite side. For instance, if the promoters of a meeting called to remonstrate with a gas company about the insufficiency of their supply of gas, really desire to bring about an amelioration, rather than to vilify and harass the directors and officers of the company, they will invite some of those officials to the meeting, so as to give them an opportunity of learning that the complaints proceed not from two or three inveterate grumblers, but from a considerable section of the gas consumers.

14. All who attend a public meeting should be tolerant of the opinions of others, even when they disapprove of them. Sinister motives should not be hastily imputed to a speaker or a promoter, merely because such motives are supposed to exist. Least of all should violence and brute force be resorted to in order to obstruct a meeting which cannot be defeated by any argumentative or direct process. Such weapons invariably re-act against those who use them. I do not, however, include in this condemnation the taking of steps to collect one's friends to attend and support a hostile motion at, for instance, a political meeting. It is open to anybody at any *bonâ fide* public meeting to move an amendment, if a motion submitted for his acceptance does not command his sympathies.

15. Certain classes of meetings, especially in counties, municipal boroughs, and other large towns, are convened by the sheriff, mayor, high constable, or headborough, &c., after a requisition to convene such meeting has been presented to him, signed by a reasonable number of influential people. These meetings have for their object various aims, such as a new line of railway; a special famine fund; measures to be taken to provide against floods, &c., &c., but in all cases the requisition should be as explicit as possible, without being diffuse, and should be respectful and courteous. It should express in clear terms the object for which the requisitionists desire the public to assemble; and if a concise statement can be given of the action which it is desired should result from the meeting, so much the better.

16. If the official to whom the requisition is addressed thinks proper to comply with the request made to him, he will announce the fact in such way as he deems expedient, specifying, at least, in general terms, the persons who are desired to come, the objects of the meeting, and, of course, the time and place. Neither party should wish to dictate to the other; but it is obviously necessary that the official who is going to convene the meeting should do so substantially for the purposes of, and with any conditions which

may be specified in, the requisition; otherwise, he will be calling a different meeting from that proposed and wished for. If, for sufficient reasons, he is unable to comply frankly and fairly with the proposals made to him, he will decline. His refusal may be either a simple negative, couched in official formal language, or he will state his reasons. If he gives reasons, and is a person who occupies a responsible position in the world, the requisitionists will do well to take those reasons into careful consideration before embarking on any steps on their own account.

17. Finally, and as a remark applicable to all public meetings of whatever kind, care should be taken, if it is desired that the meeting should be a success, that having regard to the persons whose attendance is wanted, the best possible day of the week, and the best hour, is selected. Commercial and social customs vary so much in different parts of England, that no general rule can be laid down as to these matters. Even Saturday, which is notoriously a bad day for business everywhere, may, in many cases, be a good day for a meeting of a certain sort, because many professional and commercial men are, especially on Saturday afternoons, exempt from the necessity of being personally present at their places of business. So again as to the hour: 3 or 4 in the afternoon may be a very good hour for the upper and middle classes, the day's work being for them in some sense done, and a sufficient interval being available before the departure of the 5 or 6 o'clock express train into the country. On the other hand, especially in towns, and where the presence of the trading classes and of the labouring classes is desired, it is useless to fix an earlier hour than 7.30 or 8 p.m.

CHAPTER II.

THE CHOICE OF A CHAIRMAN AND THE PRELIMINARY ARRANGEMENTS FOR A MEETING.

Promoters entitled to choose their own Chairman.—Sometimes good policy to waive this right.—Nomination of Chairman.—Choice by show of hands.—Who to act as Returning Officer.—Opening Speech by Chairman.—Some person to act as Secretary or Clerk always desirable.—Reading of Notice convening a Meeting.—Confirmation of Minutes.—Seating the Audience.—Platform.—May be occupied by Patrons and Committee.—Selected Speakers.—Volunteer Speakers.—Opponents to be encouraged to speak.—Meetings to advance a particular cause.—Framing of Resolutions.—Plain Language to be used.—Suggested Forms of Resolutions.—Every Resolution to have a Proposer and Seconder.—Suggestions as to utilising the Speakers available.—Indispensable Resolutions.—Promoters advised to be conciliatory.

18. In the previous chapter I assumed that we were considering a meeting convened by private promoters, who were to be deemed entitled to select and announce their chairman beforehand. The practical advantages of this being done are numerous, not to say obvious, but it will occasionally happen that the promoters are either willing to waive their privilege of nominating a chairman, or the meeting may have assembled in obedience to some informal summons, emanating from one or two persons who are not desirous of assuming any responsibilities in the matter. In such a case the meeting must choose its own chairman, and in a meeting of limited numbers, especially if attended by persons, many of whom are of the same *status*, or are well qualified to act as chairmen, much loss of time will result, unless, punctually at the

time appointed for the business to commence, the meeting sets about the choice of a chairman in some methodical manner.

19. The occasions will be few when there will not be found at a meeting some person of influence and position, who, whilst unwilling to serve as chairman himself, will not fail to command attention in making a suggestion on the subject.

20. Let such an one volunteer to move that Mr. A. be appointed chairman. On the motion being seconded, and no rival candidate being proposed, Mr. A. will be justified in stepping forward and taking the chair. If some pomp is desired, the mover and seconder may form themselves into a little procession, and conduct the chairman to the chair. They are in a measure responsible to him to aid him in his task, and they are responsible to the meeting so far that they have taken upon themselves to declare publicly that he is fit for the post of president. Under these circumstances, it is proper that they should seat themselves either by the side of, or not far from the chairman.

21. If, on the other hand, other persons are duly proposed and seconded for the office, a show of hands had better be taken in respect of each name. The less parade made over this the better. It is not desirable that the question of appointing Mr. B. or Mr. C. be treated as a formal amendment to the original motion in favour of Mr. A. To do so always involves a needless loss of time, and often some confusion. When all the candidates have been severally proposed, the best, because the quickest course, is to call for a show of hands, first for Mr. A., then for Mr. B., and so on in succession, and let him in whose favour the greatest number of hands are held up be deemed the chairman chosen by the majority. It will occasionally happen that though a chairman thus selected may command more suffrages than any other candidate, yet he will represent, so far as the vote has gone, a minority of the meeting; but all schemes involving a

show of hands for and *against* a particular candidate for the chair are to be avoided, as always tending to confuse a meeting, and often putting facilities for obstruction at the command of a section of those assembled.

22. It may sometimes be a matter of difficulty to settle who should act as returning officer to take the show of hands: but if there be present any secretary or leading convener, or the ex-chairman of some previous meeting on the same subject, he may with propriety volunteer to act as returning officer, and should be supported by the meeting in his self-imposed task. Failing a person entitled to act in the matter by virtue of his past or present *status*, it will not always be improper to allow the first person who spoke for the purpose of proposing a candidate to take the show of hands for all the candidates. His reckoning-up of the sum total of the hands should, however, be checked by somebody else to relieve him of imputations of partiality.

23. If the promoters have determined beforehand to have their own chairman, they should also settle before they enter the room who he is to be; and so soon as the hour fixed for the meeting has arrived, he should (if not announced in the circular convening the meeting) be proposed and seconded according to a pre-arranged plan. This saves waste of time and the evils attendant on apparent indecision.

24. With the chairman duly installed, the meeting is constituted, and business may commence.

25. It is not uncommon, and it is often convenient, for the chairman to open the business of the meeting by calling upon some one who is present, officially or semi-officially in the capacity of secretary, clerk, or assessor, to read the notice convening the meeting. It cannot be said that there is, as a rule, any obligation, either legal or moral, to do this, but the reading of the notice will serve as a useful reminder to the audience, not only of what they are assembled to consider, but of what they are *not* assembled to consider.

26. If the meeting is one of a series, the business will commence with the reading of the minutes of the last meeting. This done, the chairman will say: "**Is it your pleasure, gentlemen, that I confirm these minutes as correctly entered?**" On this point a vote may have to be taken, and the minutes may have to be altered, if objections be raised, and made good.

27. In seating the persons who are gathered together, it is usual to reserve the places on the platform, or in the area which serves as a substitute for a platform, for the promoters of the meeting, or the committee, or the selected speakers; but in cases where the platform, or its equivalent, is likely not to afford room for all the persons who may fancy themselves entitled to be there, it is often desirable, with a view of avoiding jealousies, that nobody should be there save the chairman, and just one or two persons to assist him either by taking notes, or for the conveyance of messages to different parts of the room. If there exists no proper platform raised above the floor of the room, some special means should be adopted to give prominence to the chairman; for instance, a large chair should be dedicated to him, or a table should be set in front of him, or a space quite clear of chairs prepared for his chair, &c.

28. I am here dealing with an extreme case—a platform insufficient even for a select number of the most influential of those whom the promoters have asked to give a sort of personal patronage to the meeting. But there is a middle course which often offers many advantages, namely, only to invite on to the platform those who have engaged to speak. This arrangement has the effect of bringing close together in the room those who during the course of the proceedings may occasionally desire to exchange ideas with one another.

29. In addition to the selected speakers who are to advocate at the meeting the interests of the promoters, there will often spring up volunteer speakers, whose oratorical activity may or may not be acceptable to the promoters.

30. In a general way I advise a chairman not to check, at any rate not to check unduly, the eloquence of opponents. Many a man who goes to a meeting with a desire to offer opposition, gets twisted round, in spite of himself, by a clever and conciliatory chairman, and ends by distributing blessings where he meant to distribute curses. So long as reasonable limits of time are not exceeded, and impatience is not manifested, a chairman will do well to allow a critic a fair amount of tether. If the speaker is factious, and has a weak cause behind him, these circumstances will quickly be manifested, and the promoters will seldom fail to benefit by the interlude.

31. I must now proceed to distinguish, and to describe separately, two classes of meetings:—(1) Meetings called to advance a particular cause, and carried out by a prearranged series of resolutions and speakers; and (2), meetings called for purely consultative purposes. "Rules of debate" for the guidance of chairmen and speakers will be given in a separate Part, because it is possible to prescribe rules of debate (as distinct from mere suggestions) which will apply to nearly all kinds of meetings.

32. Meetings called to advance a particular cause, whilst they may be very different from one another in size, character and importance, may, nevertheless, be brought within the compass of a few suggestions of general applicability. Such meetings may be intended to advertise the claims of a particular candidate at an election; to protest against a projected invasion by a railway company; to bring about the abolition of some public grievance; or to secure the formation of some society, or the erection of some institution. In all these cases the promoters will proceed by resolutions.

33. In framing resolutions to be submitted to a public meeting, the language employed should be as plain and concise as possible. Let all fine language and grandiloquent phrases be reserved for the speakers who may wish to make themselves look ridiculous, but let the promoters of a meeting, as the authors of the resolutions to be sub-

mitted, do their best to make it appear that they are basing their claims for support on the possession of a good cause, which needs no bolstering up.

34. For instance, taking the subjects grouped in paragraph 32, let the following be offered as something like model resolutions:—

Election. "That this meeting, having heard Mr. A.'s statement of his political views, is of opinion that he is well qualified to represent the borough of B. in Parliament."

Railway. "That this meeting has heard with alarm that the Midland Railway Company, by its Bill for a new line from M. to S., proposes to pull down, or otherwise interfere with, a large amount of valuable house property in the town of S., and is of opinion that such proposal is wholly uncalled for."

Public Grievance. "That this meeting is of opinion that with a view of lessening the drunkenness which prevails generally in the country, it is expedient that all beer shops should be closed on Sundays."

Formation of Society. "That this meeting is of opinion that it is desirable to establish now, in the parish of E., a literary and scientific society."

35. It would be clearly impossible to know where to stop, if I were to attempt to frame a series of draft resolutions for public meetings, so I will say no more on the subject here, except to mention that every resolution should commence with the word "*That.*"

36. Every resolution must have a proposer and a seconder, and it may have one or two, or more supporters; but if the promoters of a meeting have at command a considerable amount of speaking power, it is better to break it up amongst a number of different resolutions, than to have too many speakers to one. To concoct five resolutions for ten speakers, will give a more effective display of vitality to a movement, than to have but two resolutions with five speakers to each; albeit that two resolutions would perfectly well cover the ground, and the five, if put together side by side, will be found to involve some needless repetition of ideas and words.

37. The essential resolutions of an *ex parte* public meet-

ing, such as we are now dealing with, will in a general way be :—(1) a declaration of principles (2) ; a resolution to do something to carry out those principles (*e.g.*, appoint a committee ; transmit the first resolution to some board or body) ; and (3) a vote of thanks to the chairman [for having given an air of respectability to the cause, by consenting to preside at the meeting].

38. The second class of public meeting is that which I have described as convened for consultative purposes. Such a meeting, whatever may be the aims and wishes of those who summon it, will usually be opened with an announcement from the chairman, something to the effect that a desire having been expressed that a certain something should be done, the meeting is convened to ascertain the opinions and wishes of those who attend it.

39. It is such a meeting as this which usually taxes most severely the good sense and the patience of the chairman. Not having been summoned, or, at least, not having been ostensibly summoned, to enunciate a particular policy, great latitude must be allowed to the speakers, so far as regards the schemes they propound. Even supposing some of those who have been the prime movers in calling the meeting have a definite policy to put forth, it is always desirable that they should keep in the background until a considerable number of opponents, or half-hearted friends, have given vent to their ideas. This reticence will often be rewarded by a tolerably unanimous vote to adopt a course of action, which, if broached at the outset, would have had little chance of acceptance. The general remarks made in paragraphs 36—37, *ante*, may be considered in the main as applicable to a consultative meeting, save that as no public display will usually be involved, a single resolution, or at the most two, will suffice to gather to a focus the conclusions arrived at.

40. We have now reached a point where it will be expedient for me to discuss, under a distinct heading, the powers and duties of a Chairman, preparatory to submitting definite rules of debate to be quoted and adhered to by everybody concerned.

CHAPTER III.

THE CHAIRMAN IN THE CHAIR.

Chairman must be impartial.—Should speak as little as possible.—But may often be asked to guide a meeting.—May generally make an opening statement to indicate the objects of the meeting and the course of business.—Should not move Resolutions.—To call on the speakers by name.—Meeting may prefer a speaker other than the one called on by the Chairman.—Voting on the question who should be heard.—No discussion to be heard unless a motion is before the meeting.—"Bores."—Chairman to be patient.—When he may interfere in the middle of a speech.—Speakers to rise when speaking.—Speakers not to mention names of other speakers, except under urgent circumstances.—Bad language.—Suggestions for the guidance of Chairman when such is used.—Chairman may vacate the Chair.—Police.—A permanent Chairman should resign if he differs seriously from his colleagues.—Calls to "order."—Chairman usually decides points of order.—Speeches on points of order.—Going into Committee.—Moving of motions and amendments.—No person to speak except to a motion.—Motions to be in writing.—Seconders.—Putting motions.—Mover's right to reply.—Amendments often troublesome.—What is a proper amendment.—What is not a proper amendment.—Examples of amendments.—Persons not to speak twice as a rule.—Only one amendment to be discussed at a time.—Amendments to amendments.—Adjournments.—The Previous Question.—Withdrawal of motions.—Reports of Committees.—How best dealt with.—Chairman should compare fair minutes with rough minutes.

41. EVERY chairman should understand that whatever may be his incidental duties, strict impartiality must distinguish all he does. Though it is not possible or desirable to lay down a definite rule that a chairman is

not to take part in the debate, yet it must be understood that it is his paramount duty to appear as little as possible in the character of an advocate. If he has been chosen chairman by reason of his pre-eminence in knowledge, or from his social *status*, naturally the meeting will often be glad to hear and be guided by his opinion, but it should be given with calmness and dignity, and more or less in response to some demand addressed to him. There are many meetings indeed which will be conveniently opened by a speech from the chairman, explaining the reasons why the meeting has been called, and announcing the intended order of business. In such a speech he may lay down advice as to what should be done, and cautions as to what should be avoided; announce his intention to adhere closely to the rules of the debate, and to permit no disorder; state whether the speakers will be limited to time, and so on. There can be no great objection to a chairman acting somewhat as a partisan in his opening speech, for the business of the meeting will hardly have commenced; but it is in the matter of keeping order, and in calling on the various speakers, and in putting resolutions, that his impartiality and fairness must be made to stand out as clearly as possible.

42. He should refrain from acting as a mover or seconder of a resolution (*a*), unless the resolution be a mere matter of form, and even then it looks better for it to proceed from some one in the body of the meeting. If in the course of the debate there suddenly arises a difficult point of law, of engineering, or of science, and any professional man familiar with the subject happens to be present, the chairman may often, without impropriety, *ask* such professional man by name to rise and favour the meeting with his views in a short speech. Compliance with such a request would rarely be refused, except on some very specially good grounds.

(*a*) For one statutory exception to this under the "Public Health Act, 1875," see Sched. III. of that Act.

43. When he has finished his opening speech, supposing he deems it requisite to make one, his special duties will begin. He should have in front of him, prepared beforehand, a definite programme of the intended order of business; and a few duplicates of this, either in MS. or type-written, should be circulated amongst the occupants of the platform. The following form is suggested:—

PROGRAMME.

8. 0 p.m.	CHAIRMAN'S OPENING ADDRESS.
8.10 p.m.	FIRST RESOLUTION.
	Proposed by the Rev. E. N. COULTHARD.
8.35 p.m.	Seconded by Mr. G. F. CHAMBERS.
9. 0 p.m.	SECOND RESOLUTION.
	Proposed by the Rev. G. A. SOWTER.
9.20 p.m.	Seconded by Mr. ALEXANDER DICKSON.
9.35 p.m.	VOTE OF THANKS.
	Proposer..... ?
	Seconder..... ?

The above form has been tried and found to work well. It might be varied slightly, if the promoters of the meeting chose, by the insertion of a line inviting questions by a few of the audience. I urge strongly the imposition of time limits on every speaker at every ordinary public meeting. Nothing encourages an audience to be sympathetic and attentive more than the knowledge that every speech is intended to have a defined end.

44. The chairman must keep his eye more or less continuously on those assembled in front of him, in order that he may call on the speakers one by one as they rise, and if more than one rise together, he will have to decide which

is to have the preference. The name of every speaker should be announced as he rises by the chairman; and this even in cases where the speaker is perfectly well known to the meeting, and no one rises to dispute priority with him. The observance of this rule at all times helps to secure its observance at times of confusion, when it is specially useful in various ways; or when speakers with familiar faces are followed by one with a strange face unknown to the meeting and unknown to the reporters.

45. Occasionally, either by accident or through wilfulness, a chairman will call on the wrong man, that is to say, on a speaker who did not rise first, or whom the meeting would rather not hear because some better man is ready to speak. In such a case, under extreme circumstances, a meeting may demand the enforcement of a rule based on a motion definitely to decide who shall be heard, and running in the following form:—"**That Mr. A. be now heard.**" When such a motion is duly proposed and seconded, a chairman should at once put it, and if it is duly carried by a majority, should offer no further obstacle to the wish of the meeting being complied with. The speaker who rose along with the accepted speaker (but in vain), does not become entitled to any priority at the next break in the debate, but must take his chance again, be it good or bad, of rising first and catching the chairman's eye.

46. Now and then a chairman will need to be in a specially serene temper; as when a "bore" insists on making a long speech about nothing, or several supplementary speeches, when he has already exhausted, not only his right to speak once, but also the patience of his audience. Sometimes a cunning fellow will rise to speak against time, and to defeat by an oblique process that which he cannot defeat by a direct process. A chairman, under such circumstances, must be good-tempered, self-possessed, courteous and sensible, but this is often pardonably difficult.

47. It may also be taken for granted that a chairman may at times interfere in the middle of a speech to ask the

speaker what he is aiming at; to keep to the point; or to amplify some explanation which he has given, in, as the chairman or the meeting may consider, an insufficient form.

48. Every discussion at a meeting, whatever the character of the discussion or of the meeting, should hinge upon a distinct motion either actually made, or announced by the speaker who is in the possession of the meeting, as being about to be made by him. An immense amount of time would often be saved at every meeting if the chairman thereof were firm in his determination to insist upon every speaker addressing himself to some particular motion. Speakers of a certain sort will often be found willing to waste time, without compunction, in idle purposeless talk, who, if challenged by the chairman not to bark unless they mean to try and bite, that is to follow up their *talk* by a distinct proposal to *do* something, will immediately subside, and so give an opportunity to others with better regulated minds and ideas of business.

49. At every meeting of more than, say, a dozen persons, speakers should rise from their seats to speak, and should address the chairman. Nothing is more productive of disorder and confusion than for speakers to rise and turn round, and address Mr. A., or Mr. B., or Mr. C. in succession, ignoring altogether the recognised head of the meeting.

50. Though it will often be unavoidable for a speaker to allude to, or to appeal to, either some previous speaker or somebody else in the room, this should always be done in the third person, and indirectly. For instance:—"**I hope, Sir, that the last speaker** [or **that Mr. A.**] **will withdraw his suggestion;**" not, "**I hope, Mr. A., that you will withdraw your suggestion.**" This is not so small a matter as it seems, especially in the case of anything like a tumultuous meeting, with intending speakers rising three or four at a time, chiefly eager to throw out offensive insinuations.

51. This is a convenient place for dealing with a very

awkward matter—the use, especially the persistent use, of bad language. It is very difficult indeed to prescribe written instructions for the guidance of a chairman under these circumstances. If the bad language is addressed to the chairman himself, he will do well either to ignore it altogether, or to take as little notice of it as possible. The cases will be very rare indeed of a chairman not injuring his reputation and dignity by going so far as to vacate the chair and break up a meeting, because he has been, or thinks he has been, insulted. Let him the rather quietly assume that the man who has attacked him is an ill-conditioned fellow who does not represent the tone of the meeting. In such cases as those which I am now contemplating, let the chairman appeal to the meeting for support in a few judicious sentences, and in a meeting of reasonable Englishmen he will rarely appeal in vain.

52. In the event of a general tumult it may be considered that there is vested in the chairman a distinct authority to vacate the chair, and declare the meeting at an end, or adjourned to another day, and in an extreme case to call in the Police. Every strong-minded chairman will consider the power to do these things to be inherent in him, without a vote to this effect.

53. If violent interruptions proceed from one or more persons, who palpably show by the noise they make that they have come, not to advance the business, or to discuss any matter, but simply to cause annoyance, the interference of the Police may be requested by the chairman. Persons misbehaving themselves in the way here contemplated are mere trespassers, and may be dealt with accordingly. They are using their liberty to attend the meeting in a way not warranted by the summons convening the meeting, and the promoters may justly demand, and, if needs be, enforce their expulsion.

54. Abusive language on the part of one member towards another should always be checked by a chairman with a firm hand, and as he is not himself personally

affected by it, he can interfere without laying himself open to any accusations of undue sensitiveness. A favourite comment or accusation with certain types of members of Local Authorities is the following: "I say it's a lie, Sir." This sort of thing should be instantly put a stop to, and the chairman of a meeting fails in one of his primary duties towards those who made him chairman if he allows personal accusations of fraud and dishonesty to be publicly made by one member against another, without immediately calling the accuser to order and requiring him to prove his statement or to apologise for it.

55. If in the case of a public Board, or a trading company, the permanent chairman finds himself constantly at issue with a majority of his colleagues, on important questions of policy, he will do well for his own sake and for their sakes to resign the chairmanship. It tends to have a demoralising effect indoors and out-of-doors alike, for a chairman to be the nominal mouthpiece of a party from whose principles of management he dissents. His influence for good will be much greater if he becomes the leader of an opposition, and compels the majority to have a chairman of their own views in office, for, as a rule, in the case of such Boards, the chairman is by virtue of his office something more than a unit; and almost without knowing it, he may become morally responsible for a good deal more than he desires.

56. Calls to order may be made on various points and by various people. A chairman will call a person to order for any gross breach of good manners or good taste. And any person may "rise to order" (as the expression is), which means that he considers that some irregularity has been committed by the speaker, to which the chairman's attention ought to be directed at once. On a call to order being made, the speaker who is interrupted by the call should at once resume his seat until the point of order is disposed of. He does not, by resuming his seat, forfeit his right to complete his speech so soon as the point of order has been settled; always supposing, of

course, that if he is adjudged guilty of an irregularity, he must, in resuming his speech, take up a new line of argument.

57. The chairman is the sole judge on questions of order, and from his decision there is virtually no appeal at the moment (*b*). But a firm and dignified explanation of the grounds of his decision will generally disarm all antagonism, unless the chairman is a notoriously weak and incompetent man, in which case he ought never to have been appointed to preside. In certain cases a speaker may be out of order, and the chairman may have so ruled, and no one may wish to dispute the fact; nevertheless, the meeting may wish to hear the speaker. In such a state of things the chairman must rely on his own discretion; he may demand a formal motion, that permission be granted to the speaker to go on; or he may let him do so under defined limits of subject and time, as he thinks best.

58. The person who raises a point of order should do so in a very few plain words, entering into no debate. Meanwhile, in the moments available, the chairman must make up his mind what to say and what to do. If the point raised is one of obvious difficulty, he will appeal to one or more of the most influential persons present to assist him in settling it; he will, moreover, listen to any *concise* reasons urged by the speaker in his own defence, and with the view of showing that he is *not* out of order.

59. The chairman is in some degree responsible for no breaches of the laws of the realm being perpetrated by his meeting with his sanction.

(*b*) A meeting might, perhaps, be justified in passing a motion that it declined to accept a decision of its chairman on a point of order. If such a motion were duly moved and seconded, the chairman should put it; but if it were carried, a chairman who had any self-respect would instantly vacate the chair, and, if the business were not over, insist that the proceedings should be completed under the guidance of a new chairman.

60. It is a general rule in all discussions (save in committees) that except in the case of a mover summing up by way of a reply, no speaker is entitled to speak twice. The advantage of such a rule is obvious; but it must be frankly confessed that its disadvantages are often equally obvious, and a chairman will have great difficulty in determining where to draw the line. Sometimes it will be desirable to allow a man to speak a second time, if he does so in good faith, for the purpose of commenting on some new point that has arisen since his first speech, or of making some new suggestion of his own, it being clearly understood both by him and by the meeting, that he speaks by favour, and not by right. If the concession is objected to by any person present, it will be the chairman's duty to stop the speaker without delay or apology.

61. When a tedious and protracted debate, involving many petty details of business, is anticipated, a meeting may "resolve itself into committee," a formal step which legalises a multitude of small speeches on various matters. When the particular business is disposed of for which this step was taken, the meeting should decide to "resume" its ordinary character; otherwise, the taste for making many small speeches may become contagious and chronic, which is an evil to be shunned.

62. We have now to consider various details connected with the moving of motions and amendments. By the careful observance of a few plain rules respecting these matters the progress of business will be greatly facilitated, and both loss of time and misunderstandings will be obviated.

63. A chairman should never allow preliminary conversation, much less the serious discussion of any business, to proceed, unless a definite motion has actually been moved, or is about to be moved by the person who has risen to speak. I have already said something about the framing of resolutions (see paragraphs 33—34), and hereafter I shall offer some practical hints as to how to make a speech. Meanwhile let us suppose that a motion has

been duly made and supported by an appropriate argument. The speaker, having finished, should hand in a legibly written copy of his motion. It should be a clearly understood rule that every motion is to be reduced to writing; unless this is done, the door is opened wide for misunderstandings and disputes. The chairman should be entitled to insist upon this as of right, leaving it to himself to waive his right, if he pleases, when a motion has already been printed on an *agenda* paper, or when it is very brief, or when it is not going to be opposed. Sometimes, a good-natured chairman offers to write down for a lazy speaker the terms of the motion which the latter ought to write down for himself. Such a course is not to be recommended; most probably whilst the operation is going on, irregular conversations and general disorder will break out all round the room.

64. On a motion being made, the chairman's next duty will be to ask, "**Does anyone second this motion?**" If the seconder does not wish to make a speech, a mere word or two from him, spoken without his rising from his seat, may be deemed sufficient; but to accept a nod, or a gesture, or a sign, as a sufficient intimation from a person that he wishes to be deemed the seconder, will oftentimes be hardly safe. The chairman may make a mistake, and misunderstand the meaning of the sign made.

65. By strict rule, all discussion on a motion which is not seconded must be stopped at once, though cases may arise when a chairman may in his discretion make a little concession as to this point.

66. On a motion having been duly proposed and seconded the chairman should rise from his chair and mention the fact in some such words as the following:—"**It has been moved by Mr. A. and seconded by Mr. B. 'that this meeting is of opinion that it is desirable now to establish in the town of E. a free public library, to be supported by a special Library Rate'**(*c*). **Does any gentleman wish to**

(*c*) It may be pointed out that since the first edition of this work was published the procedure to bring about the establishment in a

speak to this motion?" The last sentence of this may be omitted if the chairman wishes to shorten his remarks.

67. The chairman should pause for a reasonable time, and if no one rises to speak, and no amendment appears to be forthcoming, he may put the question to the vote at once. [As to voting, see *post.*]

68. If a debate arises, but no amendment is proposed, he will seize a favourable moment for interposing some such remarks as these:—**"Well, gentlemen, you have heard both sides of the question; the matter has been very fully discussed: I think now I may fairly ask Mr. A.** [the mover of the resolution] **to avail himself of his privilege of a reply, if he wishes to do so."**

69. Let us suppose, however, that amendments are threatened. The chairman will now find that his greatest difficulties will commence. He will, generally, need the utmost amount of tact, clearheadedness, self-confidence, and promptness of action to keep business moving forwards in well-defined lines, especially if there is before the meeting a motion which is calculated to provoke many proposals for alteration.

70. An amendment is an alternative motion which it is expected will more fully express the mind of the meeting than the motion already brought forward. An amendment may be a proposal either (1), to substitute for the whole, or for some of the words of a motion, some other words; or (2), to add some words; or (3), to omit some words. An amendment which amounts in substance to a mere negative, must not be accepted as a proper amendment. A person objecting to a motion *in toto,* must be content to vote "**No**," when the question is put from the chair. A true amendment is something proposed in the affirmative as a substitute for the original motion without being in form at least an avowal on the part of its author of his desire to

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place of a public library has been altered by statute; and such a resolution as that in the text would only possess a recommendatory, not a definitive, authority.

prevent anything from being done. It follows, therefore, that a chairman must not accept a form of words which make mere nonsense, and are incapable of being acted upon in some way or other.

71. Another very important rule is not to allow more than one amendment to be before the meeting at the same time—that is to say, the chairman must not accept a second amendment until the first has either been negatived, or accepted so as to become the main question.

72. It is by no means easy to set forth in words how a motion can be reasonably and conveniently amended, but a chairman must endeavour, if needs be, to break up a motion into separate sentences; and if amendments are to be moved, to take great care that each is brought forward in the proper order.

73. For instance, the resolution printed as a whole in paragraph 66 may be considered to embrace five ideas, each of which might be varied at the pleasure of a meeting without the resolution as a whole being rendered impracticable. The resolution in question may be thus dissected:—

1. *The proper time.* This might be varied from "*now*" to "*next year.*"
2. A library for the "*parish*" might be enlarged into "*the united parishes of E. and F.*"
3. A "*free*" library might be altered to a "*subscription*" library.
4. After the word "*library*" the words "*and museum*" might be added.
5. Instead of supporting the library by a "*rate*" it might be determined to make a public appeal for "*voluntary subscriptions.*"

74. When it is proposed to amend a motion, it will frequently happen that the amendment first proposed will not be the one to stand first in order if accepted, for the reason that other amendments, though moved at a later stage, apply to an earlier part of the motion. The chair-

man should decline such an amendment at the moment at which it is offered, and tell the mover that he will call upon him again presently, when the previous parts of the sentence are disposed of.

75. It is a well-established rule that a person who has spoken on a motion cannot speak a second time for the purpose of moving or seconding an amendment, but when an amendment has actually been moved by others, it is to be considered that a new question is before the meeting, and the right to speak once thereon accrues to everybody.

76. I will now proceed to deal with the putting of amendments to a meeting.

77. The first constituent idea embodied in the resolution set out in paragraph 66 is the time appropriate for taking the step of founding a free library.

78. The original motion was to do it "now": to this an amendment might be moved to do it "next year." A certain party might be anxious for a library, but might feel (without wishing to negative the motion) that as some heavy expenditure was going on at the moment, a little delay was desirable.

79. The chairman would proceed to deal with this amendment by speaking as follows:—"**The original motion was—'That it is desirable to establish now in the parish of E. a free public library, to be supported by a special library rate.' To which an amendment has been moved to leave out the word 'now' in order to insert the words 'next year.' The question I have to put is, that the words 'next year' be substituted for 'now.'**"

80. If this amendment is agreed to, the chairman, substituting "*next year*" for "*now*," will put the motion as a whole.

81. But before he puts the motion, amended or not, as the case may be, a fresh proposal may be made to add after the word "library" the words "and museum."

82. The chairman would proceed to deal with this amendment by speaking as follows:—"**The original motion, as once amended, now stands thus:—'That it is**

desirable to establish next year in the parish of E. a free public library to be supported by a special library rate.' To this a further amendment has been moved, and the question I have now to put is, that after the words 'public library' the words 'and museum' be added."

83. If this second amendment is agreed to, the chairman, adding the words "*and museum,*" will now make a second attempt to put the motion as a whole.

84. But just as he is rising to do so, a fresh proposal may be made, namely, to omit altogether the reference to a library rate.

85. The chairman would proceed to deal with this amendment by speaking as follows:—**"The original motion, as amended, now stands thus:—'That it is desirable to establish next year in the parish of E. a free public library and museum, to be supported by a special library rate.' To this a further amendment has been moved to omit the words 'to be supported by a special library rate.' The question I have now to put is that the said words 'to be supported by a special library rate' be omitted from the motion."**

86. The decision on this question determines the final form of the main motion, unless any other addition be now proposed.

87. If the decision is in favour of the omission of the words originally appearing at the end of the motion it will then be put from the chair in the following final form:— **"That it is desirable to establish next year in the parish of E. a free public library and museum."**

88. This amended form of the motion leaves open for future consideration not only the precise time when active steps should be taken to start the movement, but also the question whether it shall be based on an appeal for a rate or on an appeal for public subscriptions.

89. The importance of adhering closely to the rule that two amendments must not be before a meeting at the same time cannot be too strongly insisted on, as a precaution against confusion. If in consequence of this rule the way

is blocked against a new amendment which clearly ought to be discussed before the one which is actually under consideration, the chairman must require the latter to be postponed.

90. It occasionally happens that a desire is felt to amend an amendment. The moment for doing this is when the original amendment having been carried and the original motion having therefore been set aside, the original amendment is about to be put from the chair for the second time, but now as itself a substantive motion. Then a new effort to improve the idea embodied in the original amendment can be made without causing any confusion.

91. If the original amendment is negatived, the original motion remains at the disposal of the meeting, either to be passed in its entirety or again to be subjected to the chance of being amended in some new manner.

92. When a difference of opinion arises as to quantities and times, and a decision has to be made between a greater and a lesser quantity, or between a longer and a shorter time, it is the practice of the House of Commons to put first to the vote the least quantity, and the longest time, as the case may be.

93. If a meeting is unwilling either to pass a motion or to reject it, a decision may be evaded by one of three ways:—

(1.) A motion that the meeting be adjourned.
(2.) A motion that the debate be adjourned.
(3.) The "previous question" may be moved.

94. None of these three motions can be moved or seconded by any person who has already spoken; but once moved, speakers who have exhausted their right to speak on the main question may speak again, because an entirely new matter for debate has been submitted. For the purpose of this rule, the mover or seconder of, or any person who has spoken on, a defeated or withdrawn amendment is to be deemed *not* to have exhausted his right to speak, for that question on which he spoke has disappeared.

95. No observations need be offered as to (1). It will be found that (2) is convenient when the meeting wants to get rid of a particular subject, but not of all the subjects set down for discussion. (3) is a form of obstruction borrowed from the House of Commons, but not used at public meetings in the way in which it is used in Parliamentary debate. A member of Parliament who moves the "previous question" as a means of getting rid of an inconvenient subject, in effect *moves* "that the question be *now* put," and directly after *votes* that it be *not* put. I leave it to members of Parliament to explain and justify this absurdity, and pass on to enquire whether the form of words is of any use for the purposes of an ordinary meeting.

96. The idea involved is equivalent to a declaration on the part of the mover that the present is an inopportune time to decide, either one way or the other, the question which has been submitted, and he wishes to say so without saying so, or seeming ungracious, or contemptuous, to the original mover. Such being the case, obviously the only sensible form of the motion is "**That the question be not now put,**" and thus explained and defined, the motion of the "previous question" may be accepted by a chairman, and put from the chair (*d*). At the same time it must be urged that a far more straightforward and intelligible form of words is that presented in the following sentence:—"**That the decision on this question be postponed, sine die.**"

97. The motion of the "previous question" is only admissible to get rid of an original motion lying before a meeting unimpeded by any subsisting amendment on which a decision has yet to be taken. It is not to be received as a means for obstructing an amendment, unless that amendment stands alone, having been adopted as, for the time being, the main motion. Of course, an original

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(*d*) Such a form of it would, however, be irregular in the House of Commons, because a negative motion is against the rules of that House.

motion which has been definitely amended can be met by the "previous question."

98. If the "previous question" is negatived, that is to say, if the meeting decides *not* to postpone putting the question, then it becomes the chairman's duty at once to fulfil the wishes of the meeting, and immediately to put the main motion to the vote; there must be no further discussion thereon.

99. If an ordinary motion for an adjournment is carried, it is convenient that another motion should be moved directly afterwards, to specify the day when the adjourned debate shall be resumed; but if nothing is settled about this, the understanding will be, that the debate will be resumed at the next ordinary meeting.

100. So soon as a motion for an adjournment is brought forward, all discussion on the principal subject must cease. It is most correct that a motion for an adjournment should be put to the vote directly it is seconded; but there are reasons of convenience why the chairman should not be too exacting on this point, for if the adjournment is likely to be carried, it will save time and trouble that the time when the debate is to be resumed should be settled as part of the motion to adjourn.

101. Motions for an adjournment may be made as often as anyone pleases, but such motions should not be used as mere levers to obstruct business and waste time, for it is a recognised point of etiquette at public meetings that the course of business is not to be interfered with, or delayed, inconsiderately or lightly. It is an understood thing that on the person who moves and carries the adjournment of a question devolves the responsibility of re-opening the adjourned debate and conducting the business to an issue. This responsibility serves as a check upon improper interference with the course of business, for delay is agreed to on the understanding that the author of the delay means that *he* can do better if time be allowed him.

102. A motion, or an amendment, once duly made and seconded, is the property of the meeting, and not of its

authors, and cannot be withdrawn without the consent of the meeting.

103. Before a motion can be withdrawn, any amendment to it which is still before the meeting must likewise be withdrawn, and if the author of the amendment will not give way, the motion must remain before the meeting until the amendment is disposed of.

104. On the offer to withdraw being made, the chairman will rise and say:—"**Is it your pleasure, gentlemen, that this motion be withdrawn?**" If needs be, a vote must be taken as to the grant of permission to withdraw. Sometimes it is expedient to refuse to allow a motion to be withdrawn, but by preference to negative it. A withdrawn motion may, perhaps, be revived at the very next meeting, but a negatived motion cannot be revived until after a stated interval. This interval, in the case of many public bodies, is by a by-law, &c. fixed at three months. In this way the early recurrence of a troublesome and useless debate may be avoided.

105. Permission being given, with or without a formal vote, the chairman will say:—"**Mr. A.'s motion is withdrawn.**"

106. It not unfrequently happens that an important item in the business of a meeting is to receive and consider the report of some committee appointed at a previous meeting.

107. This report should first of all be read through once by the secretary or clerk in attendance; or, perhaps, the chairman, who has drawn it up, may himself like to read it (*e*), and it will be quite regular for him to do so.

108. The report having been read, the question will arise, What shall be done with it? If approved of as a whole, or disapproved of as a whole, a motion, "**That the Report be adopted,**" or "**That the Report be not**

(*e*) Perhaps, indeed, owing to bad writing, nobody else may be able to read it.

adopted" (*f*), will dispose of it at once, but if any exception be taken to parts of it, the chairman should immediately put a motion, **"That the Report be read a second time, paragraph by paragraph."** He need hardly wait till a formal proposal to this effect is moved and seconded.

109. If this motion is carried, he then will consider each paragraph as standing in the position of a substantive motion duly proposed and seconded (*g*), and capable of being separately accepted, rejected, or amended, at the pleasure of the meeting.

110. The paragraphs should then be read one by one. But only amendments which are strictly relevant to each paragraph as it passes in review must be accepted for debate. The chairman must be very strict not to allow the general policy of the report as a whole to be re-opened when the constituent paragraphs are under discussion.

111. When the consideration of the report by paragraphs has been accomplished, a general motion of adoption should be put, in the form following:—**"That the Report [as amended, if so it be] be now adopted."**

112. If this motion is agreed to, the chairman should suggest that a further motion be made to carry this motion into actual operation, unless it should so happen that the report itself contains a specific account of what steps ought to be taken to carry it out, in which case the adoption of the report covers, of course, all the consequential procedure.

113. The motion here contemplated might run somewhat in this form:—**"That the secretary [clerk, surveyor, sub-committee] be directed to take such steps as may be necessary to carry into effect the Report just adopted."**

(*f*) The not uncommon form of words "That a Report be *received and* adopted," is not recommended for use. It is far better to regard every Report to be received as a matter of course, its existence being a matter of fact; and to treat its adoption or repudiation as the sole question at issue.

(*g*) In the House of Commons amendments moved in committee do not need to be seconded.

114. In the case of meetings which are held at stated intervals, as part of a regular series, the chairman should, whilst the minutes of the preceding meeting are being read, keep in front of him the secretary's rough notes of that meeting, and check the fair copy of the minutes by the rough notes. By doing this he will be better able to see if the secretary has made any mistakes in the transcription, than if he relies only on the memory of himself and of the other persons present.

115. Whether the fact that the minutes of the previous meeting have been read and confirmed should be noted at the later meeting is a moot point, but perhaps on the whole it is better that an entry to this effect should be made, rather than that the matter should be taken for granted. But at any rate, a formal resolution in favour of confirmation is superfluous.

116. Where a resolution passed at one meeting is rescinded at another, a note of the fact should be recorded in the usual way amongst the minutes of the later meeting. Though it is not necessary to endorse the earlier minute with any memorandum calling attention to the fact that it has been subsequently cancelled, it will often save inconvenience in after years if a brief marginal note to that effect is attached to the original entry.

CHAPTER IV.

PUTTING MOTIONS TO THE VOTE.

Form in which Chairman should put motions.—Show of hands.—Who to count.—Procedure at large meetings.—Tellers.—Chairman not to vote, except in special cases.—Casting Vote of Chairman.—Demand for a Poll.—Voting by Proxy.—All debate to end when mover has made his reply.—Interrupting a Chairman.—Election of Candidates to an office.

117. IN order not to interrupt the natural sequence in which the different matters connected with the bringing forward of motions and amendments seemed to present themselves, I have hitherto refrained from saying anything about the procedure relating to the putting of questions to the vote.

118. A motion having been duly proposed, seconded, and debated, and the mover having replied, the time has come for the decision of the meeting thereupon to be taken. The chairman rises and speaks somewhat as follows:—"**It has been moved by Mr. A., and seconded by Mr. B., 'That this meeting is of opinion that it is desirable to establish next year, in the parish of E., a free public library and museum.' As many as are of that opinion will signify the same by holding up one hand—42; and the contrary —16. I have to declare this motion carried**" (*a*).

(*a*) In the House of Commons a different system prevails: when a motion is put for the first time, the opinions are given by shouts of "Ay" and "No," and the Speaker announces the result to be for or against the motion, according as he judges that the "Ayes" or "Noes" predominate. Apart from the obvious uncertainty attaching

119. In general a chairman will find it convenient, in putting motions from the chair, to preface them by the following words :—"**The question is That,**" &c.

120. The counting of the hands should be performed by the secretary or clerk of the meeting, if there is one, or the chairman may do it. In meetings where not more than two or three dozen persons are present, a single count thus effected will generally suffice.

121. But if the numbers are nearly evenly balanced, the chairman will exercise his discretion as to causing the counting to be performed twice.

122. In large meetings it is unusual to try to count very closely on either side; if there is no evident preponderance on one side or the other, the chairman simply says:—"**According to the best of my judgment, this motion is——**" [**carried**, or **negatived**, as the case may be].

123. If in a large meeting a regular count is insisted on, the persons present must vacate their seats, and the chairman must provide for the appointment of "tellers," either one, or (preferably) two, for each side of the question; and those who vote must assemble together in parties, one party all standing, and the other party all sitting; or one party on one side of the room, and the other party on the other side, or something of that sort. When the tellers have put down the numbers on paper, the chairman will read out the figures to the meeting and

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to such a method, it may be remarked that a bias in favour of the "Noes" is always probable, because "No" is such a much easier word to shout than "Ay," and makes much more noise. If the decision of the chairman is challenged, the work has to be done all over again, and the opinions collected by a count; and, therefore, it is far preferable, at any rate for non-Parliamentary meetings, to proceed as in the text, and count at once. Confusion is avoided and time saved. The House of Commons system herein is quite inapplicable to public meetings of the usual type. The system of the House of Lords is still more inconvenient: in that distinguished assembly, the peers crack their jaws by exclaiming "Content" and "Non-Content," when they give their preliminary decision.

declare the result. When tellers are employed, it is usual to appoint the mover of the original motion to count the supporters of the amendment, and the mover of the amendment to count the supporters of the motion. When a second teller on each side is appointed, the respective seconders are expected to act, pairing with each other's mover.

124. As a rule, it is not etiquette for the chairman to vote, for he is present as a judge, or arbitrator, rather than as a party man. If, however, the votes of the meeting are equal on either side, he gives a casting vote (*b*). If he is unwilling to do this, the usage of the House of Lords may be followed; where on a "tie" the motion is deemed to be negatived. This is on the principle, that if a motion is negatived, the subject may be brought up again for discussion, but if a motion is affirmed, a reconsideration of the matter may be impossible, and mischief may result from a chance vote arrived at by accident, as it were, being carried into effect without having been sufficiently matured. This same principle may be suggested for the guidance of a chairman, who being called upon, is willing to give a casting vote, but does not know which side he had better support.

125. In meetings where the right to vote may need to be tested, and the voters have votes according to a scale, the decision at the show of hands may be reviewed by a poll. Such voting is conducted by the names of the voters being taken down in writing, an arrangement which is necessary in order that a proper scrutiny may follow as to the validity of the votes. At some meetings of this class proxy votes are allowable, but ordinarily there can be no voting by proxy at a meeting.

126. In meetings where the orderly management of

(*b*) This, of course, supposes that the meeting is not one held under a Statute giving the chairman two votes. In such a case he can vote when the hands are being counted, and vote again if the numbers are found to be equal, without being guilty of any impropriety.

business is not clearly understood, nothing is more common than for the chairman on rising to put a motion, or an amendment, to be interrupted by some person commencing anew the discussion on the principles of the motion or of the amendment as the case may be. The chairman must resist such attempts with a firm hand as destructive of all order, and it is especially at junctures such as these, that a code of distinct rules is so valuable for a chairman, and, indeed, for a meeting, to fall back upon.

127. When the mover of a motion has replied, there can be no further discussion whatever, except upon a point of order. For instance, a person may rise and object to the motion being put, on the ground that the customary notice of an intention to move such a motion was not given on the *agenda* paper summoning the meeting; or he may object, that the chairman is about to put a motion which has already been negatived within the period of time within which the rules declare that negatived motions shall not be renewed. On any such grounds as these the chairman will be justified in allowing himself to be interrupted, but on no other grounds.

128. Directly the business for which the meeting was convened has been disposed of, the chairman should rise from his seat and quit the chair, not only as a signal to the meeting of the fact, but to obviate the risk of being entrapped into a random, and, it may be, inconvenient discussion on all sorts of subjects.

129. Sometimes one of the results of a meeting is, that the chairman is requested to do something—sign a memorandum or deed, or a petition to Parliament, or have an interview with somebody. In the last-named case he is advised to take with him to the conference a written copy of the motion which empowers him to act, and if any tangled matter is involved (as will generally be the case, or a personal interview by a representative of the meeting would not have been deemed requisite), let him obtain from the meeting, in as detailed a form as possible, instructions as to what he is to say and do. In any case he

had better be accompanied by the secretary of the body whose decision he has to convey by word of mouth.

130. Discussions of a troublesome and intricate character often take place on occasions when a vote has to be arrived at for the appointment to an office of one candidate out of many. The preliminary process to be adopted is to weed out the candidates generally, and to reduce them to a select list of (say) six, from whom the final choice is to be made. The weeding-out process is a comparatively simple one: the difficulty begins when the stage has been reached at which the final six have to be dealt with.

131. There appears to be only one fair and proper way of proceeding, namely, to send round voting papers or cards *five* times: asking the voters to select and enter on the papers or cards five names out of six the first time; four names out of five the second time; three names out of four the third time; two names out of three the fourth time; and, lastly, one name out of the final pair of names remaining before the meeting.

132. At the same time, it has been held by some persons that so soon as it appears by a comparison of the votes recorded with the total of the number voting, that any one candidate has an absolute majority of the voters voting, he is then and there entitled to be regarded as the chosen candidate, although pitted against, not one, but still against several candidates (*c*).

(*c*) In a case which occurred in 1881 of the election of a chief constable by justices at quarter sessions, it had been intended to proceed by the process of exhaustion, suggested in paragraph 131 above, but when the number of candidates had been reduced to four, a vote was taken as follows: fifty, forty-one, thirty-seven, twenty-nine. As ninety-four justices were voting, and fifty is an absolute majority of ninety-four, the chairman stopped the voting then, and declared the candidate with fifty votes duly elected. (45 J. P. 758.)

CHAPTER V.

COMMITTEES.

When Committees should be Chosen.—Powers Limited.—Additional Powers may be Applied for.—Irregularities on the part of Committees.—Framing of Reports.—Chairman usually takes the Lead.—Procedure on Appointing Committees.—Number of Members.—Rules applying to General Body usually binding on Committees.—When Members of General Body may attend Committees.—Committees not Unanimous in their Report.—Practice in such Cases.—"Committees of the whole Board."—The Practice as to Sub-Committees.

133. In the case of public boards, constantly, and in other cases sometimes, certain matters of detail likely to be intricate and to need much patient investigation, are referred to committees. Some statutes give specific directions as to what a committee may or may not do; and I shall only here refer to a few general principles.

134. A committee exercises only a delegated authority; in other words, it is to do just as much as it is directed to do—neither less, nor more. If in the course of conducting its inquiries, the committee finds that it ought to go into certain matters which it has not been empowered to deal with, the proper course for the committee to pursue is to notify this opinion to the body which appointed it, and to apply for an extension of its powers. Although committees when they find their powers too narrow often enlarge those powers of their own motion, and even with results beneficial to all parties, they are guilty of an irregularity which ought not lightly to be passed over. When a committee has executed the duties entrusted to it, it should

make its report. The report of a committee is usually prepared in its rough form by the chairman. When approved, with or without alterations, by his brother committee-men, the report is to be sent to the body which appointed the committee.

135. A committee ceases to exist if the body which appointed it should cease to exist; and a member who ceases to be a member of the appointing body, ceases also to be a member of all committees thereof. In the absence of any rule limiting the number of members, a committee may be enlarged as occasion may require.

136. In appointing a committee, two separate motions are desirable: (1) "*That a committee be appointed to*" [specifying more or less fully the duties to be performed]; (2) *That the following be the members to form the committee:*—[naming them]. The member moving for the committee is expected to have ready a list of those willing to serve. If when he puts it forward it is accepted *en bloc*, well and good. If, however, any names are objected to, the chairman must put all the names one by one, and if any are negatived, he must ask for additional names when the original list is exhausted.

137. A committee may consist of any number of members, but in a general way, a working committee (or sub-committee) will get on best with only five or seven members.

138. There is no general usage as to the presence at meetings of committees of members of the main body. The common understanding is, that unless requested to withdraw, they may be present. In the case of many permanent boards, there is a standing order, or a statutory enactment, that the chairman and vice-chairman are members *ex officio* of all committees; and this is often desirable for various reasons.

139. If a committee is not unanimous in its report, or as to some part of it, some notification of the fact is often made in the report or otherwise. It is frequently highly expedient that the body which appointed the committee

should be informed of the different schemes which found favour with different members of the committee, though not with the majority thereof.

140. Subject to such modifications as may be obviously requisite, the code of rules given in this volume for the guidance of meetings generally, may be used for the conduct of the business at meetings of committees.

141. Sometimes the question arises, what is the meaning to be attached to such an expression as "the board in committee," or "the whole board resolved into a committee," as regards the procedure to be adopted at meetings thus designated. Either of such meetings is to be deemed for all essential purposes to be an ordinary meeting of the board with closed doors, and differing from an ordinary meeting, properly so called, in no sense whatever, except as regards its secret character.

142. It follows, therefore, that the proceedings of a public body sitting with closed doors, are to be regulated in all essential respects as regards procedure and the duties of the chairman, as if the doors were not closed. Accordingly, Acts of Parliament, by-laws, standing orders, and other analogous enactments applying to "committees," *eo nomine*, are not to be deemed applicable to meetings of a board in committee without express words.

143. The expression, "in committee," means, by ordinary usage, one or both of two things: an occasion when members speaking are discharged from the obligations of any standing orders restricting them from making more than one speech on one subject; and an occasion when they can speak their minds freely on confidential matters which ought not to be reported in the newspapers, or otherwise. But the idea embraced by the expression, "Resolved, that the whole board do form itself into a committee," is little else than an absurd figment, and nothing practical underlies it. Moreover, such an arrangement is certainly not a compliance with any statute which authorises or requires the appointment of a "committee,"

for a committee must in general be less numerous than the body which appoints it.

144. A few words may perhaps be added here respecting "sub-committees." A sub-committee is a sort of *imperium in imperio;* that is to say, certain work having been relegated to a committee, that body, when it meets, may find that particular details can be best inquired into or managed by a yet smaller body than itself. Hence it splits itself up into one or more "sub-committees." But these sub-committees are in no direct respect responsible to the larger body which originally instituted the committee properly so called. Hence it follows that any results arrived at by a sub-committee must not be communicated directly to the appointing body, but must go first to the committee, and be by *them* communicated as part of *their* report to the appointing body. Every sub-committee of a committee should have its own minutes, kept in full form, and communicated to the committee from time to time. Such sub-committee minutes will not, however, go to or be read at meetings of the general body.

145. The minutes of every principal committee should be laid on the table of the general body as often as the committee think it proper or necessary to invite attention to their proceedings. But these committee minutes should not be read and entered as part of the minutes of the general body, unless they have been brought to a focus in the shape of a "report" or "recommendations" which it is necessary for the general body to approve or disapprove of, placing of course its decision on permanent record.

CHAPTER VI.

COMMITTEES OF LADIES.

Often the object of ridicule.—Should be conducted on the same general principles as Committees of men.—Minute Books to be kept.—Duties of the Chair.—The Secretary.—Order and method especially necessary, and often wanting.

146. "LADIES' committees" have often been the object of gibes on the part of the other sex, and truth requires one to say, too often deservedly so. For instance, in a certain town in the South of England, there exists a ladies' committee to assist in working a refuge for *girls*. On one occasion the committee voted at a meeting a grant out of its funds to send a destitute *boy* to school! This done, it suddenly dawned on one lady, more acute than her fellows, that the vote just taken was altogether an abuse of the powers of the committee (as of course it was), and the vote was cancelled within a few minutes of its being made, and amid very irreverent laughter. Irregularities of this kind are to be regretted on imperial grounds, because they tend to cripple the developement of, and to bring into disrepute, a good and useful general movement in favour of "women's rights," and fitness to serve on public bodies (*a*).

147. A ladies' committee should be conducted in all respects as a gentlemen's committee is. There should be either a permanent "chair"-*woman*, or at least a "chair"-*woman* for every meeting, chosen at the commencement thereof, who should preside for the occasion and superintend everything, and keep order at every stage. There should

(*a*) Which has been abundantly shown of late years in the matter of Boards of Guardians and Education Committees.

be a regular minute-book kept to record the proceedings at each meeting; and this minute-book should, so far as regards the previous meeting, be read over at the commencement of each meeting, with a view to its contents being authenticated as a correct record of the business disposed of. The object of this, of course, is the better to secure that the decisions of the committee are duly carried out by the official responsible for this, namely, the secretary, of whose duties the minute-book is the reminder.

148. The secretary, a very important personage at all committees, is peculiarly such at a ladies' committee. A lady secretary is often much more irresponsible than a secretary of the other sex, and therefore should be a person of judgment and discretion; if a good speaker and good writer, so much the better. Large powers as to the summoning of the meetings and prescribing the order of business are commonly vested in the secretary, but this does not extend (except with explicit authority to that effect) to adding names to the committee. It might seem superfluous to state this, but for the fact that lady secretaries often conceive themselves entitled to vary at their own pleasure the list of names to be summoned to a committee meeting.

149. The greatest blot in the management of meetings of ladies, presided over by a lady, is in the matter of the order kept by the chair. It is rare that any order is kept at all (*b*): everybody speaks at once, and discussion wanders in all directions, instead of one subject being taken at a time and no new subject entered upon until the previous one has been quite disposed of.

(*b*) *Ex relatione* of divers ladies themselves, supplemented by personal experience.

CHAPTER VII.

HINTS FOR SPEAKERS.

Important Precepts for Public Speakers.—Speakers not to speak unless they have something to say.—Speakers to sit down when they have said what they rose to say.—Speaking for the sake of appearances.—Speeches should be short.—Applause.—Usually very delusive.—Repetition of Ideas.—Eloquence not to be too much aimed at.—Speakers to be considerate.—Speakers should study the taste of the audience.—Wandering from the point.—"Question."—"Order."—Sympathy between Speaker and audience.—Speakers to beware of making apologies.—Preparation of speeches.—Notes of intended speech.

150. This is a very large subject, and I have no intention to set myself up as a teacher of elocution, but in the course of writing the previous pages, various ideas (most of them reminiscences of the past) have floated across my mind, and I have thought that it might be worth while to endeavour to reduce some of them to writing, with the view of promoting especially the welfare of audiences.

151. The first canon applicable to public speakers is:—*Never speak unless you have something to say.* Hardly inferior in importance is the second canon:—*When you have said what you rose to say, sit down.*

152. These precepts are, it is to be feared, too simple to be popular, but how often would audiences be grateful for adherence to them!

153. I think it is hardly going too far to say that a man has no right, as a rule, to take part in a debate merely for the sake of being reported in the newspapers to have done so. An exception to this rule may be found in the case of a member of Parliament present at a public dinner or

meeting of any kind. If he is amongst his own constituents, he may be forgiven for rising to say something when he has nothing to say. I am rather considering now the case of an ordinary meeting, attended, as most meetings are, by ordinary men, and addressed by an ordinary orator.

154. When a man rises to address a meeting, called for business rather than talk, he should make up his mind beforehand to deal only with a few salient ideas, and to stick to them. There are few men in every-day life who can effectively cover a large number of points and secure the willing attention of their hearers for as long as twenty minutes. Hence my reason for suggesting that a speaker who is no more than an average one (whatever he may fancy himself to be) should exclusively confine himself to two or three, or a very few distinct points, and then sit down. Otherwise, he runs this risk:—Having stated fairly well his views on these few points, he destroys the effect of his remarks by taking up topics for which he has made no preparation, or else he gets himself and his hearers into a fog by repeating, in many words, ideas which he has already stated once, in few, and perhaps, forcible words. The first shot, or the first few shots, are alone to be depended upon to make "hits"—to speak in military phrase.

155. A speaker should be careful not to lay himself out for too much applause, or to suppose himself capable of making telling remarks, for he is apt to be disappointed in both respects, and to break down utterly, notwithstanding that he really had, at least, a few things to say, and might have said them with fairly good effect. Various signs, some definite and some indefinite, will indicate to most speakers when they ought to sit down, even if they have any doubts on the matter themselves. No speaker is justified in thrusting himself, or his ideas, on an unwilling audience for any longer time than is reasonably necessary for him to avow (if such avowal is expedient) that he disagrees with the views of the majority of those

in front of him. As a rule, in meetings of Englishmen, it is not the avowal of unpopular sentiments which makes a speaker unpopular, but his reiteration of them, in evident disregard of the patience of the meeting, and with prolixity, and with an affectation of eloquence, which has no foundation in fact.

156. Eloquence is a thing to be avoided at a public meeting. I do not mean that a really gifted speaker who can, without mannerism, throw himself heart and soul into a subject, is not to do so, but that a speech is more likely to be listened to, and to carry influence, if it is delivered with calmness, modesty and dignity; especially if it emanates from one who is known to be an honest man, even though afflicted with a harsh voice, and wanting in fluency, precision and *h*'s.

157. A speaker should be considerate in all he says; he should study the feelings, tastes and prejudices of his audience. This can usually be accomplished without pandering in any way to evil prejudices. He should be patient and courteous under the rebuke of the chairman, even if he really thinks such rebuke to be uncalled for. Let him credit the chairman with good motives, unless the contrary is transparently evident. Every speaker has a claim to a patient hearing; or if he has not, he ought to be perfectly conscious of the fact, and should refrain from speaking.

158. A speaker who wanders from the point, especially after remonstrance from the chairman, subjects himself to various vexations. He may be called to order, or, short of that, may find himself disturbed by cries of "Question" or "Order" from the people around him whom he has irritated, and who can endure him no longer. If, through lack of judgment or wilfulness, he brings on himself obloquy on sufficient grounds such as these, he must not wonder if he finds that all the good hits with which he started are quickly forgotten, and that he is compelled to resume his seat smothered by a sense of failure, in which opinion the whole meeting concurs.

159. That speaker will succeed best who has most sympathy with his audience—I do not mean who goes through the form of affecting feelings which he does not feel, but who, whether in full or only limited accord with the tastes of his hearers, opens his speech with a few friendly remarks, deprecating censorious criticism on himself, and announcing at the outset, instead of later on, such goodwill as he truthfully can display towards the sentiments uttered by previous speakers, and towards the motion under discussion. By beginning with pleasant things, he paves the way for unpleasant things, and the latter will better secure attention if they follow than if they precede the former.

160. So in replying to an opponent, deal with the objections he has urged before putting the affirmative of your case. If the objections have been judiciously handled, they will seem to be of small moment, provided they can be followed by a few affirmative arguments smartly put, and provided the speaker sits down whilst the applause drawn forth by some good points is yet fresh, or, better still, is actually going on.

161. An apology is a very bad thing wherewith to begin a speech—it is almost always a sign of weakness, and if interpreted literally, is often equivalent to an announcement on the part of the speaker that he has no right to speak at all. If so, why does he presume to waste the time of the meeting? Moreover, most apologies are flagrantly hypocritical. For a man who is never absent from any public meeting held in his town, and who rarely fails to make his voice heard, to begin a speech by saying, in words or effect, that he is "unaccustomed to public speaking, and sorry to intrude," &c., is hypocrisy of the worst sort. Yet many persons systematically commence in this fashion, entirely oblivious of the fact that in the memories of their audience there exist painful reminiscences of precisely the contrary import. And besides, an apology is apt to be so spun out that time fails the speaker to make a speech at all, all his chances having been wasted on his preface.

162. If a man doubts his powers—his presence of mind or his command of words—let him trust to a few concise notes, arranged in an orderly and well-thought-over manner, on a piece of paper, and let him not trust to his recollection of a speech written out with great care and committed to memory. Speeches so manufactured may sometimes stand the strain of republication, but more often their origin will leak out too plainly on the occurrence of a slight hitch, and all the speaker's credit as a powerful orator will vanish in an instant.

163. A speaker who rises to make a motion, especially one the exact terms of which are likely, from any cause, not to be known to the meeting, should, in his opening sentences, either read the motion verbatim or give a full summary of it. Having read it once, he is not bound to read it again; but if he does not read it when first he rises, he must be sure to do so at the end of his speech. This caution is here given because it frequently happens that a speaker who intends to move a resolution, rises, speaks, and sits down without having done that which he said that he rose for the express purpose of doing.

CHAPTER VIII.

NOISES AT PUBLIC MEETINGS.

Applause to be distrusted.—Cries of approbation.—Cries of disapprobation.—How far deserving of attention.—Requests to "speak up."—Should be promptly obeyed.—Cries of "Order" or "Chair" not to be disregarded by Chairman.—Calmness essential to a good speaker.—Losing one's temper.—Repartee.—The advantages of being calm.

164. THOUGH this volume is intended to be a guide for the management of public meetings, the reader must not infer that this chapter is written with any design of creating a taste for making noises at such meetings. I have thought, however, that a few observations, descriptive rather than hortatory, might help to enliven a work which was otherwise rather dull.

165. Applause is a delusive thing for speakers to depend upon. Oftentimes the best (that is to say, the most sensible) speeches are those least applauded. But foolish and ridiculous as are many of the vocal concomitants of a public meeting, they ought not to be entirely disregarded either by speakers or audience. It is certainly some encouragement to a nervous and diffident man to find that every now and then, something he says is greeted with cries of "Hear, hear," or "Bravo," and stamping of feet. Whether it is a discouragement to be met with shouts of "Oh, oh," "Question," and imitations of the crowing of cocks, and braying of asses, is another matter. I am free to confess frankly that these latter demonstrations never disturb me, and I fancy that with many thick-

skinned people they serve as stimulants rather than as sedatives.

166. The chief practical result which may accrue from mentioning these matters here is to consider how far they may serve as landmarks for the guidance of a speaker. So looked at, they are not by any means worthless. Many of these sounds and displays have, as a matter of fact, a meaning which cannot be safely disregarded.

167. A speaker who, when commencing his address, is saluted with repeated cries of "Speak up," should clearly understand that, whatever his personal popularity or intellectual powers may be, he will quickly be deemed an incubus if the meeting cannot hear him, or can only hear him with difficulty. Hence a summons to speak up should be instantly and good-humouredly obeyed.

168. There is one form of demonstration against which the promoters of a meeting should, for their own sakes, be specially warned, namely, the stamping of feet and rapping with sticks, which often begins so soon as the clock has struck the hour appointed for the commencement of a meeting, and no signs of commencement are at hand. If such sounds are not quickly obeyed by the promoters they will often endanger the success of their movement, for few things put an unwilling audience out of temper more than being kept waiting without apparent justification.

169. A cry of "Order," or "Chair," is one that should not be disregarded by a chairman or a speaker. It may be intended as a gentle hint to a chairman that he is neglecting his duties with respect to the maintenance of order or decorum; or, as a plain warning to a speaker, that he is transgressing the rules of debate, or the requirements of propriety and good taste, in a way which will not much longer be tolerated.

170. When a few stray exclamations of disapprobation are found to disconcert a speaker, and make him indulge in irritable comments by the way, and side thrusts of a petty or personal description, they are likely to be repeated by the audience, especially by the younger members thereof,

and an opportunity is quickly afforded to a speaker to do one of two things:—(1) lose his temper and make a fool of himself; or (2) turn the tables on his opponents, and by a smart repartee, promptly delivered, secure all the laugh to himself. Obviously, no suggestions can possibly be offered as to the best way of accomplishing (2), but it is a thing worth striving for. As a means of avoiding (1), it may be suggested that a speaker who is not sharp enough to retaliate on his opponents had better try and limit himself to a simple pause, during which he should remain motionless and silent, and survey his interrupters with as much *nonchalance* as he can command.

CHAPTER IX.

LEGAL POINTS CONNECTED WITH MEETINGS.

"Chucking-out."—The duty and liability of a Chairman.—The "Afghan Meeting" at Birmingham, 1878. — *When force may be resorted to.—Police intervention.—Liability in respect of libellous speeches.—Publication of such by Newspapers.—The Newspaper Libel and Registration Act,* 1881, *referred to.—Titles of Text-books on the Law of Libel.—Contracts with Committees.—Dismissal of Officers by Committees.—General Principles as to Dismissal of Officers.—Seditious meetings.—Rare in the present day.—Titles of Statutes relating to such meetings.—Titles of Text-books expounding the law relating to riots and unlawful assemblies.*

171. It is not proposed to deal exhaustively with the subject of law in all its bearings on public meetings, but only to touch upon a few useful points apt to arise at any moment.

172. It may be convenient to begin with the operation which has during recent years acquired the name more expressive than lexicographical, of "chucking-out," the performers being designated "chuckers-out." It must be admitted that at political meetings of a certain colour "chucking-out" often cannot be dispensed with. My functions here must be limited to the working and legal aspect of the operation.

173. If the promoters of a meeting have reason to expect that an organised attempt has been planned for the purpose of breaking it up, or otherwise of rendering it abortive by means of tumult, there can be no doubt that they are entitled to protect themselves by having

recourse to "chuckers-out." This seems to be a clear inference from the decision in the case of *Wood* v. *Leadbitter* (see "Cases," *post*). On the other hand the case of *Wooding* v. *Oxley* (*post*) suggests caution in the application of recognised principles of law to particular facts. The later case of *Lucas* v. *Mason* (*post*) does not throw as much light upon the matter as could be wished, and it is therefore doubly unfortunate, from a public point of view, that the celebrated "Afghan Meeting" at Birmingham in 1878, did not become the subject of a judicial decision in consequence of some of the summonses against the mayor and others for assault having been withdrawn (*a*), though the mayor himself (Mr. Jesse Collings) was convicted before the stipendiary magistrate, and was advised not to appeal (*b*).

174. It is not easy to define clearly the stage or condition of things when expulsion becomes justifiable. The difficulty arises from an absence of explicit legal definition, coupled with some want of harmony in the judicial decisions which have been given. It seems certain, however, a chairman, or the promoters of a meeting, would be held justified in turning out by force any person present, who by persistent noise rendered the convenient progress of business virtually impossible. The force used should, as far as possible, be limited to what is necessary to secure the conveyance of the offender out of the room without injury to his person or clothes.

175. It cannot be too strongly impressed upon a chairman and promoters that they should nip in the bud all attempts to cause tumult. An orderly meeting may very soon become unmanageable by reason of the unchecked uproar of a mere handful of individuals, but the prompt expulsion of two or three noisy roughs, if done with dignity, though with evident stern determination, will overawe a number of cowards. I once saw a very large body of noisy agricultural labourers assembled at an

(*a*) *Times*, August 10, 1878.

(*b*) *Times*, January 10, 11, March 25, April 4, June 23, 1879.

election meeting reduced to absolute dumbness for a whole evening by the opportune intervention, at the request of the chairman, of two policemen, each taking off under his arm one disturber out of some 200 or 300 persons present. The effect was miraculous. An intolerable uproar which had been gathering strength minute by minute ceased as if by magic, and the speaker was allowed to go on and to complete his speech amid a calm that was almost oppressive.

176. Formerly a matter as to which great uncertainty existed, was the law respecting the liability of persons making, and of newspapers reporting, libellous speeches. Speakers were often protected by reason of privilege, when the newspaper which reported the protected speech might not itself be protected.

177. So far as newspaper proprietors are concerned, the law for them will be found in the Newspaper Libel and Registration Act, 1881 (44 & 45 Vict., c. 60). The following are the provisions of this statute which concern us here:—

"Any report published in any newspaper of the proceedings of a public meeting shall be privileged, if such meeting was lawfully convened for a lawful purpose and open to the public, and if such report was fair and accurate, and published without malice, and if the publication of the matter complained of was for the public benefit; provided always, that the protection intended to be afforded by this section shall not be available as a defence in any proceeding, if the plaintiff or prosecutor can show that the defendant has refused to insert in the newspaper in which the report containing the matter complained of appeared a reasonable letter or statement of explanation or contradiction by, or on behalf of, such plaintiff or prosecutor." (44 & 45 Vict., c. 60, s. 2.)

"No criminal prosecution shall be commenced against any proprietor, publisher, editor, or any person responsible for the publication of a newspaper for any libel published therein, without the written fiat or allowance of the Director of Public Prosecutions in England, or Her Majesty's Attorney-General in Ireland, being first had and obtained." (44 & 45 Vict., c. 60, s. 3.)

Under conditions set out in sects. 4, 5, and 27, proceedings in respect of such libels may be dealt with in Courts of Summary Jurisdiction, which Courts have power to impose fines up to £50.

178. These enactments, it will be observed, leave open

the liability of the speaker; and what his position may be must be ascertained by a consideration of the law of libel generally. To pursue this matter further would be beyond the legitimate scope of this work, but reference may be made to the following works:—

FOLKARD'S *Law of Slander and Libel*, 1897.
FRASER'S *Law of Libel and Slander*, 1897.
ODGERS' *Outline of the Law of Libel*, 1897.
ODGERS' *Digest of the Law of Libel and Slander*, 1905.

179. It may be stated generally that a speaker incurs liability if, in criticising an opponent, he introduces comments upon his private life or conduct, unless it is for the public interest that such private life or conduct should be exposed. He incurs no liability in respect of comments on an opponent's public life or acts, even if in criticising such public life or acts he accuses him of base or unworthy motives, unless he imputes directly corrupt conduct.

180. One matter which is not unfrequently a source of trouble and unpleasantness to members of a committee of a voluntary body, is their liability for work done or goods supplied for carrying on their undertaking. Something has been said on this subject in Chapter I. (*ante*), but in addition to the remarks there made, it may here be added that all instructions or orders given which involve the expenditure of money, should be in writing. This will not only tend to refresh the memories of the committee from time to time as to the extent and nature of their pecuniary liabilities, but will serve to protect them against bogus claims, which are only too common, especially when a committee is engaged in electioneering work of any kind.

181. As regards the law generally in respect of contracts with committees, all necessary information will be found in the following work:—

ADDISON'S *Treatise on the Law of Contracts*, 1903.

182. No duties falling upon committees who represent public meetings are more unpleasant and more troublesome

than the discharge of officials in their employ. The subject is hardly one for exhaustive discussion in these pages, yet a few words may be useful.

183. Officials in the employ of committees should always be engaged on express conditions as to their salary and tenure of office. Where they are not so engaged, and there is no clear "custom" in the matter (as in the case of domestic servants), it seems that they may be dismissed without notice. In his judgment in the case of *Teather, In re* (*c*), Erle, J., said: "The case of *The Queen* v. *The Governors of Darlington School* (*d*), which is a very elaborate judgment, establishes the principle that where there is a discretionary power to remove, it may be exercised without notice to the party and without any statement of the grounds of removal." Mr. Justice Erle having previously said, during the progress of the case, that "an officer who holds *durante bene placito* may be discharged as soon as the person who makes the appointment chooses to exercise his will"—it would seem a fair conclusion that the principle thus enunciated should be deemed to apply to all cases where a person is employed as the officer of a committee or governing body, and without express conditions (statutory or otherwise) as to notice (*e*).

184. It has been suggested, however, that if the committee is of a permanent or quasi-permanent character, and employs an officer at a yearly salary, they may, in case they dismiss him without notice and without adequate cause, be liable in an action for damages for breach of an ordinary contract for employment, but the law as to this is not very clear. In this and in other analogous cases it is

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(*c*) 19 L. J. M. C. 70.

(*d*) 14 L. J. Q. B. 67; 6 Q. B. 682.

(*e*) The following cases seem also to bear out the view stated in the text:—*Reg.* v. *Thomas*, 8 A. & E. 183; *Hayman* v. *Rugby School Governing Body*, 43 L. J. Ch. 834; L. R. 18 Eq. 28; 30 L. T. 217; *Richards, Ex parte*, 47 L. J. Q. B. 499; L. R. 3 Q. B. D. 368; 38 L. T. 684; *Wright* v. *Zetland, M. of*, 23 Times L. R. 709.

very desirable that the appointment should be in writing; and not only so, but should define such details as amount of salary; dates of payment; nature of notice to terminate the engagement on either side; hours of daily attendance; amount of annual leave; and perhaps other things.

185. The statutes dealing with seditious meetings are the following:—

(1.) "*An Act for the more effectual suppression of societies established for seditious and treasonable purposes, and for better preventing treasonable and seditious practices,*" (39 Geo. III. c. 79), passed in 1799, and repealed in part by the *Newspapers, &c. Repeal Act*, 1869 (32 & 33 Vict. c. 24), s. 1, the *Statute Law Revision Act*, 1871, and further amended by the *Summary Jurisdiction Act*, 1884 (47 & 48 Vict. c. 43), the *Statute Law Revision Act*, 1887, and the *Public Authorities Protection Act*, 1893 (56 & 57 Vict. c. 61). (*Revised Statutes*, 2nd ed., vol. ii. p. 841.)

(2.) "*An Act for the more effectually preventing seditious meetings and assemblies,*" (57 Geo. III. c. 19), passed in 1817, and repealed in part by the *Statute Law Revision Acts*, 1873, 1887, and 1890, and by the *Summary Jurisdiction Act*, 1884 (47 & 48 Vict. c. 43), and the *Public Authorities Protection Act*, 1893 (56 & 57 Vict. c. 61). (*Revised Statutes*, 2nd ed., vol. iv. p. 127.)

(3.) "*An Act to amend the Laws relating to corresponding societies, and the licensing of Lecture Rooms,*" (9 & 10 Vict. c. 33), passed in 1846, and repealed in part as to some formal matters by the *Newspapers, &c. Repeal Act*, 1869 (32 & 33 Vict. c. 24), and the *Statute Law Revision Act*, 1875. (*Revised Statutes*, 2nd ed., vol. vii. p. 981.)

186. Cognate to these three Acts are the following:—

(1.) "*An Act to prevent the training of persons to the use of arms, and to the practice of military evolutions and exercise,*" (60 Geo. III. & 1 Geo. IV. c. 1), passed in 1819, and repealed in part by 5 & 6 Vict. c. 97, s. 2, the *Statute Law Revision Act*, 1873, and the *Public Authorities Protection Act*, 1893 (56 & 57 Vict. c. 61). (*Revised Statutes*, 2nd ed., vol. iv. p. 251.)

(2.) "*An Act to provide compensation for losses by Riots,*" (49 & 50 Vict. c. 38), passed in 1886, and repealed in part by *Merchant Shipping Act*, 1894 (57 & 58 Vict. c. 60), and the *Statute Law Revision Act*, 1898. (*Revised Statutes*, 2nd ed., vol. xvi. p. 448.)

187. In the following works, the law relating to riots and unlawful assemblies will be found:—

RUSSELL'S *Treatise on Crimes and Misdemeanours.* 6th ed. 3 vols. 1896.

HASTINGS' *Riots, a concise statement of the Common and Statute Law relating thereto.* 1886.

D'EYNCOURT'S *The Riot Acts—Compensation.* 1886.

188. It may here be added that one result of the disgraceful political riot which took place at the West End of London on February 8, 1886, was the introduction by the then Home Secretary, Mr. Childers, of a Bill to provide for compensation being paid under certain circumstances in respect of injury to private property by rioters, which Bill became the Act 49 & 50 Vict. c. 38, cited on the previous page.

PART II.

A CODE OF STANDING ORDERS TO REGULATE BUSINESS AND DEBATES AT A MEETING.[a]

Meetings.

1. The ordinary meetings of the shall be held on the day of . There will be no meetings between the following days:—

Special Meetings.

2. Special meetings may be convened by the chairman at his discretion; or on the requisition of not less than members.

Quorum.

3. The quorum shall be members: if less than that number be present the chairman shall, either not

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(*a*) These Standing Orders are borrowed, some from my *Digest of the Law relating to Public Health*, and some from the Standing Orders of the two Houses of Parliament, condensed or modified to meet the requirements of ordinary public meetings of various kinds. But in reprinting them for the use of any particular Council or Board the reprint must be framed in the light of any Statute applicable to the particular Authority proposing to use the Code. This applies especially where it is a question of preparing a Code for the use of Councils under the "Local Government Acts, 1888 and 1894."

take, or shall vacate, the chair (as the case may be), and no business shall be transacted.

Order of Business.

4. The business shall be conducted in the following order :—

(i.) Minutes of the last ordinary meeting and of any special meeting to be read, and if approved of as correctly entered, to be signed by the chairman, even though he may not have been the chairman of the meeting to which they relate (*b*). An entry of the minutes having been so read and signed, to appear in the minutes.

(ii.) Business arising out of the minutes of such meeting or meetings.

(iii.) Letters to be read.

(iv.) Reports of committee.

(v.) Reports of officers.

(vi.) Cheques in payment of accounts to be signed.

(vii.) Motions of which due notice has been given, to be discussed.

Speakers to Stand up.

5. Every speaker shall stand when speaking, and shall address the chairman.

Preference to Speakers.

6. If two or more speakers shall rise to speak at the same time the chairman shall decide which of them is to have priority. If his decision is not approved of, it shall be competent to any one to move that another of the speakers who may have risen shall be heard in preference, but no debate shall be allowed on such a motion.

Speakers not to be Interrupted.

7. No person shall interrupt a speaker who is in possession of the meeting, save for the purpose of raising a point

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(*b*) Under some few special Acts it is required that the signature affixed to minutes be the signature of the person who actually presided at the meeting to which such minutes relate. In such cases the arrangement suggested in the text must not be acted upon.

of order; nor may the same point of order be raised twice by the same person.

Points of Order.

8. Every appeal on a point of order is to be made to the chairman, and not to the meeting. On a point of order being raised, the speaker in possession of the meeting shall temporarily resume his seat whilst the chairman decides the point of order.

Motions to be in Writing.

9. Every motion and every amendment made at a meeting shall be committed to writing, and be handed to the chairman, with the name of the mover appended thereto, if so required by the chairman: and shall be read out from the chair before being debated.

Motions to be Seconded.

10. Every motion duly moved must be seconded, and until seconded, no debate thereon shall take place.

Motions not Moved.

11. If a motion of which notice has been given is not moved either by the member who has given notice of it, or by some other member on his behalf, it shall be considered to be dropped; and shall not be brought forward again without fresh notice unless the council [board] shall have consented to its postponement.

Restrictions on Speakers.

12. No person shall speak except to a motion which has been duly moved and seconded, unless he rises in order to move or second some motion or amendment. The mover of a motion may speak for ten minutes, but no other speaker shall speak for more than five minutes, unless a motion to dispense with this restriction is duly moved and seconded and put from the chair.

Speakers to confine themselves to the Question.

13. Every speaker must confine himself to the question actually before the meeting at the time he speaks, unless he rises on a point of order.

Speakers to speak only once.

14. The chairman shall have power to prevent any person, except the mover, from speaking more than once on any motion or amendment, unless in explanation. The mover shall in all cases be entitled to speak once in making his motion, and once by way of reply; but in his reply he must confine himself to matters raised in his opening speech, or during the debate, and must not introduce any new matter.

Explanations.

15. A speaker who conceives that he has been misrepresented by any subsequent speaker, shall be entitled to offer an explanation, but his explanation is to be strictly limited to some point in his original speech; he is not to enter upon any new subject. If he does so, it will become the duty of the chairman to call him to order.

Speeches on Amendments.

16. A speaker who has exhausted his right to speak on an original motion, may speak on any amendment being moved, for such raises a new question.

Amendments.

17. After a motion has been moved and seconded, an amendment may be moved at any stage of the debate thereon, but the amendment must be relevant to the original motion, and the chairman is to be the judge of this.

Form of Amendments.

18. An amendment shall be in one or other of the following forms :—

(i.) To leave out certain words.
(ii.) To leave out certain words, and substitute or add others.
(iii.) To insert or add words.

Amendments must be taken in Order.

19. When there is before the meeting a series of resolutions, or one which embodies several distinct ideas, the chairman shall have power to refuse an amendment which is moved at a stage of the debate not appropriate for the convenient discussion of the same.

Amendments not Seconded.

20. An amendment proposed, but not seconded, is not to be discussed; and any discussion thereof is to be deemed out of order.

Time for Amendments.

21. No amendment may be proposed in any part of a motion after a subsequent part has been amended, or has been proposed to be amended, unless such first proposed amendment has been withdrawn.

Wording of Amendments.

22. Every amendment shall be so worded as to be capable of making an intelligible sentence either alone, or in its intended place in an original motion, as the case may be.

Successful Amendments to be put again.

23. When an amendment is carried which supersedes in whole or in part the original motion, the amendment or the amended original motion shall again be put from the chair as a substantive motion, and may again be the subject of amendments, subject to the restrictions mentioned in Standing Order 21.

Amendments when too late.

24. When a motion, or an amendment which has become a substantive motion, has been put from the chair, and been declared by the chairman to be carried, no further proposals for amending the motion or the amendment shall be entertained.

Motions to follow in due Order.

25. All motions shall be made in the order in which they appear on the *Agenda* paper, unless the chairman for some special reason to be explained by him considers it expedient to vary the announced order.

Negatived Motions.

26. A motion which has been negatived shall not be brought forward again for discussion until after the expiration of months; and if by amendments being made in it, a motion becomes substantially identical with one which has been negatived, it must thereupon be dropped (*c*).

Contradictory Motions not to be put.

27. When a motion has been duly carried, it shall be the duty of the chairman to refuse to put at the same meeting any subsequent motion which substantially contradicts, overrides, or repeats the former one.

Effect of a Motion for the Previous Question.

28. On a motion for the previous question having been put and negatived, the original motion shall be put from the chair without further debate of any kind.

(*c*) Of course this Rule is not to be deemed to apply to a motion which, though verbally identical with a former one, is in substance different, because brought forward at a distinctly different time and under altered circumstances.

Motions for Adjournments.

29. A member who moves "That the [Council] do now adjourn," or "That the debate be now adjourned," or "That the meeting do now proceed to the next business," shall be allowed no more than five minutes to give his reasons; if the motion is seconded the seconder shall do so without making a speech, and the motion shall be put from the chair without debate. If any of the foregoing motions are made and on a vote rejected, no similar motion shall be made until at least one hour has elapsed.

Adjourned Debates, how resumed.

30. On a motion for an adjournment being carried, it will devolve on the mover of the adjournment to resume at the next sitting the debate on the original motion. No business shall be transacted at an adjourned meeting which was not mentioned in the notice convening the original meeting. When a meeting is adjourned to a later day, a notice of the adjournment shall be sent to every member, and such notice shall specify the business to be transacted.

Withdrawal of Motions.

31. Before a motion, or an amendment, is withdrawn by its proposer, the leave of his seconder and of the meeting must be given, expressly or impliedly.

Notice to be given of Motions.

32. No important motion shall be discussed at any meeting unless notice of the same in writing shall have been delivered to the secretary [clerk] at least clear days before such meeting: provided always that if the chairman refuses to receive at a meeting a motion not pre-announced, because in his judgment it is one which must be deemed "important," and therefore needs adequate notice, any person may appeal from the ruling of the chairman as to this, and any such motion brought forward

without notice shall be taken into consideration on a motion to that effect being duly carried.

Rescinding of Resolutions.

33. No resolution duly carried shall be altered or rescinded unless days' notice that its alteration or rescinding is to be proposed, shall be given to every member of the board [council, committee, &c.].

Complicated Motions may be Divided.

34. The chairman shall be empowered to divide into two or more distinct motions any motion which in his opinion is so complicated in its form that confusion or inconvenience is likely to be caused by its being kept as one motion; but when a motion is divided in virtue of this rule it shall not be requisite, unless on the demand of some person present, for the second and following portions of the original motion to be again separately moved and seconded.

Questions to Members and Officers.

35. Any member shall be at liberty to put a question to any other member, or to any officer, relating strictly to his official action or duties, after having given written notice to the chairman, and also to such other member, of his desire to do so.

Restrictions as to Questions.

36. In putting any such question, no argument or opinion is to be offered, nor any facts stated, except so far as may be necessary to render such question intelligible.

Answers to Questions.

37. In answering any such question the person to whom it is put is not to debate the matter to which the same refers further than is necessary to render his answer intelligible.

General Committee.

38. For the purpose of taking into consideration any subject which may require more full and free discussion than adhesion to these rules would allow, the meeting may resolve itself into a committee of the whole body. When this has been determined on, the standing order prohibiting any person from speaking more than once on the same question shall be deemed suspended *pro hâc vice*, until the meeting resumes.

Voting to be by Show of Hands.

39. When a debate on a motion has terminated by the mover having had his reply, the chairman shall put the question to the vote by calling for a show of hands; first, in favour of, and then against the motion. If the votes are equal, he shall be at liberty to give a casting vote. If he is unwilling to do so, the motion shall be deemed to have been negatived. Each member voting shall hold up one hand.

Members not to use Offensive Language.

40. No member may use offensive or unbecoming words in reference to any member. Any member adjudged by the chairman to be out of order for having used objectionable words, and not explaining or retracting the same, or offering apologies for the use thereof to the satisfaction of the meeting, shall be reprimanded by the chairman.

Debates to be orderly.

41. All debates shall be conducted in a grave and orderly manner, and no person shall presume to cause any unseemly interruptions, or to make any noise or disturbance; in case, on a call to order by the chairman, such noise or disturbance shall not cease, he shall be at liberty to vacate the chair, and declare the meeting dissolved.

Suspension of a Standing Order.

42. In a case of emergency any standing order may be suspended for the occasion if [two-thirds] [three-fourths]

of the members present agree to such suspension; and not less than one-half of the whole number of members of the council [board] take part in the vote.

Chairman's Decision to be Final.

43. The chairman's decision on the construction to be put upon any Standing Order, and upon any question not provided for by the Standing Orders in force, shall be final and conclusive.

Standing Orders to bind Committees.

44. These Standing Orders shall apply, so far as may be, to all committees.

Quorum of Committees.

45. The quorum of any committee or sub-committee shall not be less than two, exclusive of *ex officio* members.

Instructions to Committees.

46. An instruction to a committee is a motion to extend or restrict the order of reference under which the committee is performing certain duties which have been confided to it.

Newspaper Reporters.

47. Newspaper reporters are permitted to attend the ordinary general meetings, but must retire if and when directed to do so by the presiding chairman (*d*).

Admission of Strangers.

48. Strangers are permitted to attend the ordinary general meetings, so far as the seats available for them permit, but they must retire if and when directed to do so by the presiding chairman (*d*).

(*d*) It is quite clear that the public have no general right to be present at the meetings of bodies such as county, borough, district, or parish councils.

PART III.

STATUTORY REGULATIONS AS TO MEETINGS OF PUBLIC BODIES.

Section I.

County Councils (*a*).

Though County Councils are the most important local administrative bodies in England, very little provision is made directly by Statute for their meetings and business arrangements. The reason of this is that they have been modelled on the Municipal Corporations of England, and a very large part of the "Municipal Corporations Act, 1882" (45 & 46 Vict. c. 50), has been applied to them by reference. Hence it comes about that from the Act which established the County Councils (51 & 52 Vict. c. 41) very little can be taken for the purposes of this volume.

75. For the purpose of the provisions of this Act with respect to county councils, and to the chairmen, members, committees and officers of such councils, and otherwise for the purpose of carrying this Act into effect, the following portions of the Municipal Corporations Act, 1882, namely, Part Two, Part Three, Part Four (as amended by the Municipal Elections (Corrupt Practices) Act, 1884),

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(*a*) This section is not applicable to the London County Council, which has independent and special powers.

section one hundred and twenty-four in Part Five, Part Twelve, Part Thirteen, the Second Schedule, Part Two and Part Three of the Third Schedule, and Part One of the Eighth Schedule shall, so far as the same are unrepealed and are consistent with the provisions of this Act, apply as if they were herein re-enacted with the enactments amending the same in such terms and with such modifications as are necessary to make them applicable to the said councils and their chairmen, members, committees, and officers, and to the other provisions of this Act.

(15.) The quorum of the council shall be one-fourth of the whole number of the council, and one-fourth shall, for the purposes of this section, be substituted for one-third in paragraph 10 of the second section to the Municipal Corporations Act, 1882.

82.—(1.) A county council appointing under this Act any committee may from time to time make, vary, and revoke regulations respecting the quorum and proceedings of such committee, and as to the area (if any) within which it is to exercise its authority; and subject to such regulations the proceedings and quorum and the place of meeting whether within or without the county, shall be such as the committee may from time to time direct, and the chairman at any meeting of the committee shall have a second or casting vote.

(2.) Every committee shall report its proceedings to the council by whom it was appointed, but to the extent to which the council so direct, the acts and proceedings of the committee shall not be required by the provisions of the Municipal Corporations Act, 1882, to be submitted to the council for their approval.

(3.) In the case of a joint committee the councils and courts appointing the joint committee shall jointly have the powers given by this section, and the provisions of this section shall apply accordingly.

SECTION II.

Municipal Corporations.

THE meetings of town councils are regulated by the "Municipal Corporations Act, 1882" (45 & 46 Vict. c. 50), from which statute the following enactments are taken :—

MEETINGS AND PROCEEDINGS OF COUNCIL; COMMITTEES.

22.—1. The rules in the second schedule shall be observed.

2. The council may from time to time appoint out of their own

body such and so many committees, either of a general or special nature, and consisting of such number of persons as they think fit, for any purposes which, in the opinion of the council, would be better regulated and managed by means of such committees; but the acts of every such committee shall be submitted to the council for their approval.

3. A member of the council shall not vote or take part in the discussion of any matter before the council, or a committee, in which he has, directly or indirectly, by himself or by his partner, any pecuniary interest.

4. No act or proceeding of the council, or of a committee, shall be questioned on account of any vacancy in their body.

5. A minute of proceedings at a meeting of the council, or of a committee, signed at the same or the next ensuing meeting, by the mayor, or by a member of the council, or of the committee, describing himself as, or appearing to be, chairman of the meeting at which the minute is signed, shall be received in evidence without further proof.

6. Until the contrary is proved, every meeting of the council, or of a committee, in respect of the proceedings whereof a minute has been so made, shall be deemed to have been duly convened and held, and all the members of the meeting shall be deemed to have been duly qualified; and where the proceedings are proceedings of a committee, the committee shall be deemed to have been duly constituted, and to have had power to deal with the matters referred to in the minutes. (Sect. 22.)

MEETINGS AND PROCEEDINGS OF COUNCIL.

1. The council shall hold four quarterly meetings in every year for the transaction of general business.

2. The quarterly meetings shall be held at noon on each ninth of November, and at such hour on such other three days before the first of November then next following, as the council at the quarterly meeting in November decide or afterwards from time to time by standing order determine.

3. The mayor may at any time call a meeting of the council.

4. If the mayor refuses to call a meeting after a requisition for that purpose, signed by five members of the council, has been presented to him, any five members of the council may forthwith, on that refusal, call a meeting. If the mayor (without so refusing) does not within seven days after such presentation, call a meeting, any five members of the council may, on the expiration of those seven days, call a meeting.

5. Three clear days at least before any meeting of the council, notice of the time and place of the intended meeting, signed by the

mayor, or if the meeting is called by members of the council, by those members, shall be fixed on the town hall. Where the meeting is called by members of the council, the notice shall specify the business proposed to be transacted thereat.

6. Three clear days at least before any meeting of the council, a summons to attend the meeting, specifying the business proposed to be transacted thereat, and signed by the town clerk, shall be left or delivered by post in a registered letter at the usual place of abode of every member of the council, three clear days at least before the meeting.

7. Want of service of the summons on any member of the council shall not affect the validity of a meeting.

8. No business shall be transacted at a meeting other than that specified in the summons relating thereto, except in case of a quarterly meeting, business prescribed by this Act to be transacted thereat.

9. At every meeting of the council, the mayor, if present, shall be chairman. If the mayor is absent, then the deputy-mayor, if chosen for that purpose by the members of the council then present, shall be chairman. If both the mayor and the deputy-mayor are absent, or the deputy-mayor, being present, is not chosen, then such alderman, or in the absence of all the aldermen, such councillor, as the members of the council then present choose, shall be chairman.

10. All acts of the council, and all questions coming or arising before the council, may be done and decided by the majority of such members of the council as are present and vote at a meeting held in pursuance of this Act, the whole number present at the meeting, whether voting or not, not being less than one-third of the number of the whole council (*b*).

11. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.

12. Minutes of the proceedings of every meeting shall be drawn up and fairly entered in a book kept for that purpose, and shall be signed in manner authorised by this Act (*c*).

13. Subject to the foregoing provisions of this schedule, the council may from time to time make standing orders for the regulation of their proceedings and business, and vary or revoke the same. (Sched. II.)

(*b*) A member is not to vote or take part in the discussion of any matter (either at the council or in a committee) in which he has directly or indirectly any pecuniary interest. (Sect. 22 (3).) And sect. 23 of the Act makes provision for a special quorum when it is a question of sanctioning by-laws.

(*c*) Sect. 22 (5) of the Act deals with the reception of minutes as evidence in a Court.

SECTION III.

Urban and Rural District Councils.

URBAN and rural district councils, as distinguished from municipal corporations, depend for their existence on the "Local Government Act, 1894" (56 & 57 Vict. c. 73), but their meetings and business arrangements are controlled by the "Public Health Act, 1875" (38 & 39 Vict. c. 55). From the last-named Act the following paragraph is obtained:—

Every local board (*d*) is to hold an annual meeting; and ordinary business meetings once at least in each month. (Sect. 199.)

The schedule to the "Public Health Act, 1875" is headed "Rules as to Meetings and Proceedings," and is divided into two parts:—

I. RULES APPLICABLE TO LOCAL BOARDS.

1. Every local board (*d*) shall from time to time make regulations with respect to the summoning, notice, place, management and adjournment of their meetings, and generally with respect to the transaction and management of their business under this Act.

2. No business shall be transacted at any such meeting unless at least one-third of the full number of members be present thereat, subject to this qualification, that in no case shall a larger quorum than seven members be required.

3. Every local board shall from time to time at their annual meeting appoint one of their number to be chairman for one year at all meetings at which he is present.

4. If the chairman so appointed dies, resigns, or becomes incapable of acting, another member shall be appointed to be chairman for the period during which the person so dying, resigning, or becoming incapable, would have been entitled to continue in office, and no longer.

5. If the chairman is absent from any meeting at the time appointed for holding the same, the members present shall appoint one of their number to act as chairman thereat.

(*d*) *I.e.*, urban or rural district council, and the same *passim*.

6. The names of the members present, as well as of those voting on each question, shall be recorded, so as to show whether each vote given was for or against the question.

7. Every question at a meeting shall be decided by a majority of votes of the members present, and voting on that question.

8. In case of an equal division of votes, the chairman shall have a second, or casting vote.

9. The proceedings of a local board shall not be invalidated by any vacancy or vacancies among their members, or by any defect in the election of such board, or in the election, or selection, or qualification of any members thereof.

10. Any minute made of proceedings at a meeting, and copies of any orders made or resolutions passed at a meeting, if purporting to be signed by the chairman of the meeting at which such proceedings took place, or such orders were made, or resolutions passed, or by the chairman of the next ensuing meeting, shall be received as evidence in all legal proceedings; and, until the contrary is proved, every meeting where minutes of the proceedings have been so made, shall be deemed to have been duly convened and held, and all the proceedings thereat to have been duly had.

11. The annual meeting of a local board shall be held as soon as may be convenient after the 15th of April in each year.

12. The first meeting of a local board for a district constituted after the passing of this Act, shall be held at such place, and on such day (not being more than ten days after the completion of the election) as the returning officer may by written notice to each member of the board appoint; and the members shall appoint one of their number to be chairman at such meeting, and shall also appoint one of their number to be chairman for one year at all meetings at which he is present.

13. Nothing in these rules contained with respect to the appointment of chairman, shall apply to the Oxford district, and in that district a chairman shall be appointed as heretofore (*e*).

(*e*) The rules in Part II. of the second schedule of the "Public Health Act, 1875," which apply to committees are repealed by the "Local Government Act, 1894," Sched. II.

SECTION IV.

Boards of Guardians of the Poor.

FOR rules applicable to the meetings of boards of guardians reference had formerly to be made to the Consolidated Order of the Poor Law Commissioners, dated July 24, 1847; but this order has been in part superseded by the "Local Government Act, 1894" (56 & 57 Vict. c. 73), which applies to meetings of boards of guardians the same rules as are prescribed for urban and rural district councils, and which have been given in the preceding section. From the sections of the Order of 1847 just mentioned the following paragraphs are cited, and so far as they are not inconsistent with the Act of 1894 they stand good. (*Cf.* sect. 59 (4).)

MEETINGS OF THE GUARDIANS.

Art. 28. The guardians shall upon the day of the week, and at the time of day, and at the place, already appointed for holding the ordinary meetings, hold an ordinary meeting once at the least in every week or fortnight, for the execution of their duties; and may, when they think fit, change the period, time, and place of such ordinary meeting, with the consent of the Commissioners [now the Local Government Board] previously obtained.

Art. 29. The guardians shall, at the first meeting after the 15th day of April, elect out of the whole number of guardians, a chairman and a vice-chairman, who, provided they be guardians at the time, shall continue respectively to act as such chairman and vice-chairman for the year next ensuing.

Art. 30. The guardians at any time may elect two vice-chairmen, and if such vice-chairmen be appointed at the same time, the guardians shall determine their precedence; according to which precedence one of the said vice-chairmen shall thenceforth preside, and act as in the case when only one vice-chairman is elected.

Art. 31. If a chairman or a vice-chairman cease to be a guardian, or refuse, or become incapable, to act as chairman or vice-chairman before the expiration of the term of office, the guardians shall, within one month after the occurrence of the vacancy, refusal, or incapacity elect some other guardian to be chairman or vice-chairman as the case may be.

Art. 32. Whereas no act of any meeting of the guardians will be valid, unless three guardians be present and concur therein; if three guardians be not present at any meeting, the clerk shall make an entry of that fact in the minute book, and the time for holding such meeting shall be deemed to have expired as soon as the said entry shall have been made. But one hour at least shall be allowed to elapse from the time fixed for the commencement of the meeting, before such entry shall be made.

Art. 33. If three or four or more guardians be present at any ordinary meeting, such three, or the majority of such four or more guardians, may adjourn the same to the day of the next ordinary meeting, or to some other day previous to the next ordinary meeting.

Art. 34. An extraordinary meeting of the guardians may be summoned to be held at any time, upon the requisition of any two guardians, addressed to the clerk. Every such requisition shall be made in writing in the form F. hereunto annexed (*f*), and no business other than the business specified in the said requisition shall be transacted at such extraordinary meeting.

Art. 35. Notice of every change in the period, time, or place of holding any meeting, and notice of the adjournment of any meeting, and notice of every extraordinary meeting, shall be given in writing to every guardian. Every such notice shall be respectively in the forms G., H. and I. hereunto annexed (*f*), and shall be given or sent by the clerk to every guardian, or left at his place of abode two days, if practicable, before the day appointed for the meeting to which it relates.

Art. 36. If any case of emergency arise, requiring that a meeting of the guardians should immediately take place, they, or any three of them, may meet at the ordinary place of meeting, and take such case into consideration, and may make an order thereon.

PROCEEDINGS OF THE GUARDIANS.

Art. 37. At every meeting the chairman, or in his absence a vice-chairman, shall preside; but if at the commencement of any meeting the chairman and vice-chairman or vice-chairmen be absent, the guardians present shall elect one of themselves to preside at such meeting as chairman thereof, until the chairman or a vice-chairman take the chair.

Art. 38. Every question, at any meeting consisting of more than three guardians, shall be determined by a majority of the votes of the guardians present thereat, and voting on the question; *and when*

(*f*) I do not reprint the forms here alluded to.

there shall be an equal number of votes on any question, such question shall be deemed to have been lost (*g*).

Art. 39. No resolution agreed to or adopted by the guardians, shall be rescinded or altered by them, unless some guardian shall have given to the board seven days' notice of a motion to rescind or alter such resolution, which notice shall be forthwith entered on the minutes by the clerk. Provided always, that this regulation shall not extend to any resolution which immediately concerns the allowance of relief to any person, or the punishment of any pauper, or to any resolution which the Commissioners may request the guardians to reconsider or amend, or to any question of emergency.

Art. 40. The guardians may, from time to time (as occasion may require), appoint a committee to consider and report on any special subject, and such committee may meet at such times and places as to them may seem convenient; but no act or decision of any such committee shall of itself be deemed to be the act of the guardians.

Art. 41. At every ordinary meeting of the guardians, the business shall, as far as may be convenient, be conducted in the following order:—

Firstly. The minutes of the last ordinary meeting, and of any other meeting which may have been held since such ordinary meeting, shall be read to the guardians; and, in order that such minutes may be recognised as a record of the acts of the guardians at their last meeting, they shall be signed by the chairman presiding at the meeting at which such minutes are read, and an entry of the same having been so read, shall be made in the minutes of the day when read.

Secondly. The guardians shall dispose of such business as may arise out of the minutes so read, and shall give the necessary directions thereon.

Thirdly. They shall proceed to give the necessary directions respecting all applications for relief made since the last ordinary meeting, and also respecting the amount and nature of relief to be given and continued to the paupers then in the receipt of relief, until the next ordinary meeting, or for such other time as such relief may be deemed to be necessary.

Fourthly. They shall hear and consider any application for relief which may be then made and determine thereon.

Fifthly. They shall read the report of the state of the workhouse or workhouses, examine all books and accounts relative to the relief

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(*g*) In the Consolidated Orders issued to Unions formed since 1847, the words in italics do not appear, for by the Act 12 & 13 Vict. c. 103, s. 19, the presiding chairman is invested with a second or casting vote.

of the paupers of the union, and give all needful directions concerning the management and discipline of the said workhouse or workhouses, and the providing of furniture and stores and other articles.

Sixthly. They shall examine the treasurer's account, and shall, when necessary, make orders on the overseers, or other proper authorities of the several parishes in the union, for providing such sums as may be lawfully required by the guardians on account of the respective parishes.

Seventhly. They shall transact any such business as may not fall within any of the above classes.

SECTION V.

Parish Meetings and Parish Councils.

THE "Local Government Act, 1894" (56 & 57 Vict. c. 73), enacts that every parish meeting and parish council may, subject to the provisions of the Act, choose its own chairman. In Sched. I. detailed rules are prescribed as to parish meetings, parish councils and committees (*h*).

RULES APPLICABLE TO PARISH MEETINGS.

1. The annual assembly of the parish meeting shall be held on the twenty-fifth day of March in each year, or within seven days before or after that day.

2. Not less than seven clear days before any parish meeting, public notice thereof shall be given specifying the time and place of the intended meeting and the business to be transacted at the meeting, and signed by the chairman of the parish council or other conveners of the meeting.

3. If the business relates to the establishment or dissolution of a parish council, or the grouping of a parish, or the adoption of any of the adoptive Acts, not less than fourteen days' notice shall be given.

4. A parish meeting may discuss parish affairs and pass resolutions thereon.

5. Every question to be decided by a parish meeting shall, in the first instance, be decided by the majority of those present and voting

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(*h*) These rules should be read with sects. 2, 3, and 56 of the Act, for they depend on those sections.

on the question, and the chairman shall announce his decision as to the result, and that decision shall be final, unless a poll is demanded.

6. A poll may be demanded at any time before the conclusion of a parish meeting.

7. A poll may be demanded by any one parochial elector in the case of a resolution respecting any of the following matters, namely:—

(a) Any application, representation, or complaint to a county council or district council;
(b) The appointment of a chairman for the year or of a committee, or the delegation of any powers or duties to a committee, or the approval of the acts of a committee;
(c) The appointment of an overseer, the appointment or revocation of the appointment or dismissal of an assistant overseer or a parish officer;
(d) The appointment of trustees or beneficiaries of a charity;
(e) The adoption of any of the adoptive Acts;
(f) The formation or dissolution of a school board;
(g) The consent or refusal of consent to any act, matter, or thing which cannot by law be done without that consent;
(h) The incurring of any expense or liability;
(i) The place and time for the assembly of the parish meeting;
(k) Any other prescribed matter;

but, save as aforesaid, a poll shall not be taken unless either the chairman of the meeting assents, or the poll is demanded by parochial electors present at the meeting, not being less than five in number or one-third of those present, whichever number is least.

8. In case of an equal division of votes at a parish meeting the chairman shall have a second or casting vote.

9. Where a parish meeting is held for the election of parish councillors, opportunity shall be given at the meeting for putting questions to such of the candidates as are present, and receiving explanations from them, and any candidate shall be entitled to attend the meeting and speak thereat, but, unless he is a parochial elector, not to vote.

10. If the chairman of the parish meeting is absent from or unwilling or unable to take the chair at any assembly of the parish meeting, the meeting may appoint a person to take the chair, and that person shall have, for the purpose of that meeting, the powers and authority of the chairman.

11. Any notice required to be given to or served on a parish meeting may be given to or served on the chairman of the parish meeting.

RULES APPLICABLE TO PARISH COUNCILS.

1. Every parish councillor shall, at the first meeting after his election, or if the council at the first meeting so permit, then at a later meeting fixed by the council, sign, in the presence of some member of the council, a declaration that he accepts the office, and if he does not sign such a declaration his office shall be void.

2. If any casual vacancy arises in the council, the council shall forthwith be convened for filling the vacancy.

3. The first business at the annual meeting shall be to elect a chairman and to appoint the overseers.

4. The chairman may at any time convene a meeting of the parish council. If the chairman refuses to convene a meeting of the council after a requisition for that purpose signed by two members of the council has been presented to him, any two members of the council may forthwith, on that refusal, convene a meeting. If the chairman (without so refusing) does not within seven days after such presentation, convene a meeting, any two members of the council may, on the expiration of those seven days, convene a meeting.

5. Three clear days at least before any meeting of a parish council notice thereof, specifying the time and place of the intended meeting and the business to be transacted at the meeting, and signed by or on behalf of the chairman of the parish council or persons convening the meeting, shall be given to every member of the parish council, and in case of the annual meeting notice specifying the like particulars shall be given to every member of the parish council immediately after his election.

6. Any notice required by law to be given to the chairman or any other member of the parish council may be left at or sent by post to the usual place of abode of such chairman or member.

7. No business shall be transacted at any meeting of a parish council unless at least one third of the full number of members are present thereat, subject to this qualification, that in no case shall the quorum be less than three.

8. The names of the members present at any meeting of the parish council, as well as of those voting on each question on which a division is taken, shall be recorded, so as to show whether each vote given was for or against the question.

9. Every question at a meeting of a parish council shall be decided by a majority of votes of the members present and voting on that question.

10. In case of an equal division of votes the chairman of the meeting shall have a second or casting vote.

11. The parish council may, if they think fit, appoint one of their number to be vice-chairman, and the vice-chairman shall, in the

absence or during the inability of the chairman, have the powers and authority of the chairman.

12. The proceedings of a parish council shall not be invalidated by any vacancy among their members, or by any defect in the election or qualification of any members thereof.

13. A parish council shall hold not less than four meetings in each year, of which one shall be the annual meeting, and every such meeting shall be open to the public unless the council otherwise direct.

14. Every cheque or other order for payment of money by a parish council shall be signed by two members of the council.

15. Any notice required to be given to or served on a parish council may be given to or served on the clerk to the parish council.

16. The parish council may appear before any Court or in any legal proceeding by their clerk or by any officer or member authorised generally or in respect of any special proceeding by resolution of the council, and their clerk or any member or officer shall, if so authorised, be at liberty to institute and carry on any proceeding which the parish council are authorised to institute and carry on.

GENERAL.

1. Minutes of the proceedings of every parish council and parish meeting shall be kept in a book provided for that purpose.

2. A minute of proceedings at a meeting of a parish council, or of a committee of a parish or district council, or at a parish meeting, signed at the same or the next ensuing meeting by a person describing himself as or appearing to be chairman of the meeting at which the minute is signed, shall be received in evidence without further proof.

3. Until the contrary is proved, every meeting in respect of the proceedings whereof a minute has been so made shall be deemed to have been duly convened and held, and all the members of the meeting shall be deemed to have been duly qualified; and where the proceedings are proceedings of a committee, the committee shall be deemed to have been duly constituted, and to have had power to deal with the matters referred to in the minutes.

4. Any instrument purporting to be executed under the hands or under the hands and seals of the chairman and of two other members of a parish council or of a parish meeting shall, until the contrary is proved, be deemed to have been duly so executed.

5. Subject to the provisions of this Act, a parish council may make, vary, and revoke standing orders for the regulation of their proceedings and business, and of the proceedings and business at parish meetings for a rural parish having a parish council.

6. Where there is no council for a rural parish, the parish meeting

may, subject to the provisions of this Act, regulate their own proceedings and business.

Proceedings of Committees of Parish or District Councils.

1. The quorum, proceedings, and place of meeting of a committee, whether within or without the parish or district, and the area (if any) within which the committee are to exercise their authority, shall be such as may be determined by regulations of the council or councils appointing the committee.

2. Subject to such regulations, the quorum, proceedings, and place of meeting, whether within or without the parish or district, shall be such as the committee direct, and the chairman at any meeting of the committee shall have a second or casting vote.

Section VI.

Burial Boards.

The meetings of Burial Boards are regulated by the "Burial Act, 1852" (15 & 16 Vict. c. 85), as extended by the "Burial Act, 1853" (15 & 16 Vict. c. 134), s. 7, and as amended by the "Burial Act, 1855" (18 & 19 Vict. c. 128), ss. 4, 5. From the first and last of these Acts the following paragraphs are taken:—

The Board shall meet . . . at their office, or some other convenient place previously publicly notified, and the said Board may meet at such . . time as at any previous meeting shall be determined upon;

And it shall be at all times competent for any two members of the Board, by writing under their hands, to summon, with at least forty-eight hours' notice, the Board for any special purpose mentioned in such writing, and to meet at such time as shall be appointed therein. (15 & 16 Vict. c. 85, s. 13.)

At all meetings of the Board any number not less than three members of such Board shall be a sufficient number for transacting business and for exercising all the powers of the Board. (15 & 16 Vict. c. 85, s. 14.)

The Board shall appoint, and may remove at pleasure, a clerk and

such other officers and servants as shall be necessary for the business of the Board, and for the purposes of their burial ground, and, with the approval of the vestry, may appoint reasonable salaries, wages, and allowances for such clerk, officers, servants, and, when necessary, may hire and rent a sufficient office for holding their meetings and transacting their business. (15 & 16 Vict. c. 85, s. 15.)

Entries of all proceedings of the Board, with the names of the members who attend each meeting, shall be made in books to be provided and kept for that purpose, under the direction of the Board, and shall be signed by the members present, or any two of them;

And all entries purporting to be so signed shall be received as evidence, without proof of any meeting of the Board having been duly convened or held, or of the presence at any such meeting of the persons named in any such entry as being present thereat, or of such being members of the Board, or of the signature of any person by whom any such entry purports to be signed, all which matters shall be presumed until the contrary be proved;

And the Board shall provide and keep books, in which shall be entered true and regular accounts of all sums of money received and paid for, or on account of the purposes of this Act in the parish, and of all liabilities incurred by them for such purposes, and of the several purposes for which such sums of money are paid, and such liabilities incurred. (15 & 16 Vict. c. 85, s. 16.) (*i*).

Every vacancy in any Burial Board shall be filled up by the vestry appointing the same within one month after such vacancy shall have happened, and immediately on the occurrence thereof the same shall be notified by the Burial Board to the Churchwardens, or other persons to whom it belongs to convene meetings of the vestry;

And in case any such vestry shall neglect to fill up any such vacancy, the vacancy may be filled up by the Burial Board at any meeting thereof;

And every person to be appointed to supply any such vacancy shall be a ratepayer of the parish for which the Burial Board is appointed;

And every such Board may act for any purpose, notwithstanding any vacancies therein. (18 & 19 Vict. c. 128, s. 4.)

(*i*) The four preceding sections originally applied only to the metropolis, but when the principles of the Metropolitan Burial Act, 1852, were made available for the whole of England in the following year, the application of those sections was extended. (16 & 17 Vict. c. 134, s. 7.)

Section VII.

Local Education Authorities.

The "Elementary Education Act, 1870" (33 & 34 Vict. c. 75), as amended by the "Elementary Education Act, 1873" (36 & 37 Vict. c. 86), and the "Elementary Education Act, 1876" (39 & 40 Vict. c. 79), prescribed some Rules for the guidance of School Boards formed under those Acts. School Boards having been abolished by the "Education Act, 1902" (2 Edw. VII. c. 42), those Rules were superseded by somewhat similar Rules enacted in the "Education Act, 1902."

From Schedule I. of the Act of 1902 we obtain the following provisions relating to meetings which are also in force in London under the London Act (3 Edw. VII. c. 24):—

Provision as to Education Committees and Managers.

A.—*Education Committees.*

1. The council by whom an education committee is established may make regulations as to the quorum, proceedings, and place of meeting of that committee, but, subject to any such regulations, the quorum, proceedings, and place of meeting of the committee shall be such as the committee determine.

2. The chairman of the education committee at any meeting of the committee shall, in case of an equal division of votes, have a second or casting vote (*j*).

(*j*) The presiding chairman is entitled to have his vote on any question recorded in the same manner as any other member of the board present at the meeting, and if the votes are then found to be equal, he will be entitled to give a second or casting vote. If the chairman has not already voted, and the votes are found to be equal, he may give his casting vote. When the chairman intends to vote on a question (irrespective of his casting vote), he should give his vote before declaring the numbers voting for and against the motion.—(Owen.)

3. The proceedings of an education committee shall not be invalidated by any vacancy among its members, or by any defect in the election, appointment, or qualification of any members thereof.

4. Minutes of the proceedings of an education committee shall be kept in a book provided for that purpose, and a minute of those proceedings, signed at the same or next ensuing meeting by a person describing himself as, or appearing to be, chairman of the meeting of the committee at which the minute is signed, shall be received in evidence without further proof.

5. Until the contrary is proved, an education committee shall be deemed to have been duly constituted and to have power to deal with any matters referred to in its minutes.

6. An education committee may, subject to any directions of the council, appoint such and so many sub-committees, consisting either wholly or partly of members of the committee, as the committee thinks fit.

B.—*Managers.*

1. A body of managers may choose their chairman, except in cases where there is an *ex officio* chairman, and regulate their quorum and proceedings in such manner as they think fit, subject, in the case of the managers of a school provided by the local education authority, to any directions of that authority.

Provided that the quorum shall not be less than three, or one-third of the whole number of managers, whichever is the greater.

2. Every question at a meeting of a body of managers shall be determined by a majority of the votes of the managers present and voting on the question, and in case of an equal division of votes the chairman of the meeting shall have a second or casting vote (*k*).

(*k*) Some years ago the School Board for London submitted a case for the opinion of the law officers of the Crown and Mr. Archibald, on these sections in their first form under the Act of 1870. Sir R. P. Collier (then Attorney-General), Sir J. D. Coleridge (then Solicitor-General), and Mr. Archibald were of opinion that in the case of every question as to which votes are given on both sides, the names of (1) all members voting affirmatively, (2) all members voting negatively, and (3) all members present, but not voting, must in some *bonâ fide* way be separately recorded.

With respect to the question whether a separate record of the members present and voting will suffice, and render it unnecessary to record them in the minutes, the Attorney- and Solicitor-General were of opinion that the intention of the Act is, that the names should be

3. The proceedings of a body of managers shall not be invalidated by any vacancy in their number, or by any defect in the election, appointment, or qualification of any manager.

4. The body of managers of a school provided by the local education authority shall deal with such matters relating to the management of the school, and subject to such conditions and restrictions, as the local education authority determine.

5. A manager of a school not provided by the local education authority, appointed by that authority or by the minor local authority, shall be removable by the authority by whom he is appointed, and any such manager may resign his office.

6. The body of managers shall hold a meeting at least once in every three months.

7. Any two managers may convene a meeting of the body of managers.

8. The minutes of the proceedings of every body of managers shall be kept in a book provided for that purpose.

9. A minute of the proceedings of a body of managers, signed at the same or the next ensuing meeting by a person describing himself as, or appearing to be, chairman of the meeting at which the minute is signed, shall be received in evidence without further proof.

10. The minutes of a body of managers shall be open to inspection by the local education authority.

11. Until the contrary is proved, a body of managers shall be deemed to be duly constituted and to have power to deal with the matters referred to in their minutes.

Section VIII.

Salmon, &c. Fishery Boards.

Boards of Conservators of Rivers, under the Salmon Fisheries Acts, are becoming increasingly numerous, and as the legislature has prescribed certain rules for their

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recorded in the minutes, and that a separate record would not be sufficient.

They also advised that as the names of members voting for or against any question are to be recorded, a vote by ballot is not allowable for any purpose.

guidance, they must not be left out of consideration in this volume. The following sections are taken from the "Salmon Fishery Acts, 1865 and 1873" (28 & 29 Vict. c. 121; 36 & 37 Vict. c. 71):—

22. A board of conservators shall meet for the dispatch of business, and shall from time to time make such regulations with respect to the election of a chairman of their meetings, the summoning, notice, place, management, and adjournment of their meetings, and generally with respect to the transaction and management of business, including the quorum at meetings, as they think fit, subject to the following conditions:—

(a) The first meeting after the formation of the district shall be held at the time and place fixed in manner provided by this Act:
(b) An extraordinary meeting may be summoned at any time, on the requisition of three members of the board:
(c) The quorum to be fixed by the board shall consist of not less than three members:
(d) Every question shall be decided by a majority of votes of the members voting on that question; and in the event of an equality of votes, the chairman for the time being shall have a second or casting vote. (28 & 29 Vict. c. 121, s. 22.)

23. A board of conservators may appoint committees of their members, may fix a quorum for each committee, and may lay down rules for its guidance.

Every question before a committee shall be decided by a majority of the votes of the members voting on that question, and in the event of an equality of votes, the chairman for the time being shall have a second or casting vote. (28 & 29 Vict. c. 121, s. 23.)

25. No act or proceeding of a board of conservators shall be questioned, on account of any vacancy or vacancies in their body;

And no defect in the qualification or appointment of any person or persons acting as member or members of such board, shall be deemed to vitiate any proceedings of such board, in which he or they have taken part. (28 & 29 Vict. c. 121, s. 25.)

35. Any minute made of proceedings at a meeting of a board of conservators, signed by the chairman of such meeting, or by the chairman of the next meeting of the board, shall be receivable in evidence in all legal proceedings without further proof;

And until the contrary is proved, every meeting of the board in respect of the proceedings of which minutes have been so made, shall be deemed to have been duly convened and held, and all the members thereof to have been duly qualified. (36 & 37 Vict. c. 71, s. 35.)

Section IX.

Local Authorities for Cattle Diseases.

By the "Diseases of Animals Act, 1894" (57 & 58 Vict. c. 57), various local authorities, therein more particularly described, are invested with powers to appoint committees. For the guidance of such committees rules are prescribed in Schedule IV. as follows:—

Committees of Local Authorities.

1. Each local authority shall form and keep up a committee or committees, and may appoint the number of members by whom the powers of a committee may be exercised, and may at any time add to or diminish the number of the members of a committee, or otherwise alter the constitution thereof, and fill up or provide for the filling up of vacancies therein, or revoke the appointment thereof and appoint another committee or committees, and lay down rules for the guidance of a committee, who shall act accordingly.

2. Each committee may consist wholly of members of the local authority, or partly thereof and partly of other persons, being rated occupiers in the district of the local authority, and otherwise qualified as the local authority think fit.

3. A local authority may delegate all or any of their powers, except the power to make a rate, to a committee, with or without conditions or restrictions.

4. A local authority may revoke or alter any power given by them to a committee.

5. A local authority may, if they think fit, appoint and designate one committee as their executive committee.

6. An executive committee shall have all the powers of the local authority, except the power to make a rate, and may, if they think fit, appoint a sub-committee or sub-committees, and delegate to them all or any of the powers of the executive committee, with or without conditions or restrictions, and from time to time revoke or alter any such delegation, and appoint the number of members by whom the powers of a sub-committee may be exercised, and add to or diminish the number of the members of a sub-committee, or otherwise alter the constitution thereof, and fill up or provide for the filling up of vacancies therein, or revoke the appointment thereof and appoint another sub-committee or other sub-committees, and lay down rules for the guidance of a sub-committee, who shall act accordingly.

7. Proceedings of a committee or sub-committee shall not be invalidated by any vacancy in the committee or sub-committee, or, in the case of a committee appointed by the local authority for a county, by the termination of the session at which they were appointed.

8. In case of the formation of two or more committees they shall act according to rules laid down for their guidance by the local authority.

9. A committee, and a sub-committee of an executive committee, may elect a chairman of their meetings.

10. If no chairman is elected, or if the chairman so elected is not present at the time appointed for a meeting, the members then present shall choose a chairman for that meeting.

11. A committee or sub-committee may meet and adjourn as they think proper.

12. Every question at a meeting of a committee or sub-committee shall be determined by a majority of the votes of the members, including the chairman, present and voting on the question; and in case of equal division, the chairman shall have a second vote.

SECTION X.

Various Public Bodies.

OF the statutes which may be brought under contribution for the purposes of this section, the most important place may be properly assigned to the "Lighting and Watching Act, 1833" (3 & 4 Will. IV. c. 90). This Act may be adopted in parishes (see the "Local Government Act, 1894" (56 & 57 Vict. c. 73)), and for the guidance of persons taking part in meetings called to consider its adoption, there are various provisions (sects. 5—16): whilst a separate series of sections prescribes the mode of electing the inspectors who carry out the Act (sects. 17—21): and other sections, the various arrangements as to the transaction of their business (sects. 22—24, &c.).

The "Land Drainage Act, 1861" (24 & 25 Vict. c. 133), contains in the schedule, Part II., various rules.

The "Petty Sessions and Lock-up House Act, 1868" (31 & 32 Vict. c. 22), s. 11, authorises any local authority

under the Act to delegate its powers to a committee. For the guidance of this committee rules are prescribed.

The "Poor Allotments Management Act, 1873" (36 Vict. c. 19), contains (sects. 7, 8) rules for the guidance of committees of management.

The "Friendly Societies Act, 1896" (59 & 60 Vict. c. 25), contains various provisions regulating meetings of such societies.

The "Small Holdings and Allotments Act, 1907," contains a few brief allusions to the powers of committees and sub-committees appointed under that Act.

SECTION XI.

Vestry Meetings.

VESTRY meetings have been shorn of most of their exciting attributes by the legislation of recent years. The "Compulsory Church Rates Abolition Act, 1868" (31 & 32 Vict. c. 109), having deprived dissenters of most of their opportunities of harassing the clergy; and the "Public Health Act, 1872" (35 & 36 Vict. c. 79), having abolished the jurisdiction of vestries over sewers and sanitary work; and the "Local Government Act, 1894" (56 & 57 Vict. c. 73), having made further inroads into the powers of vestries, the matters remaining under the control of the parishioners in vestry, are neither numerous nor important (*k*).

A vestry meeting is convened by a notice which must specify with precision the place, day, hour, and purpose of the meeting. If the purpose is not set forth with due clearness, the meeting, and with it any proceedings arising therefrom, may be invalid. The notice may be either in writing or in print, or partly in writing and partly in print, and must be signed by a churchwarden, or the minister, or an

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(*k*) The fact is that the civil functions of the parish vestry, as they were before the passing of the "Local Government Act, 1894," have been so completely abrogated that little or nothing is left to the parish vestry except ecclesiastical functions. And meetings to deal with these seldom occur now except at Easter.

overseer. The law has never been clearly laid down as to the precise position of the minister in the matter, but it is doubtful whether a meeting convened in direct defiance of the minister would be valid. A copy of the notice must be affixed to the principal door of every church or chapel in the parish. (7 Will. IV. & 1 Vict. c. 45, s. 2.) It is not necessary to affix the notice to any dissenting meeting-house, such a building not being a "chapel." The posting-up of the notices must be performed *before* one of the usual Sunday services, on the Sunday previous to the day fixed for the meeting; and as there is to be an interval of "three days at the least" before the meeting (58 Geo. III. c. 69, s. 1) no meeting advertised on a Sunday can be held earlier than the following Thursday. If it is desired to hold a meeting on a Monday, Tuesday, or Wednesday, it must be advertised on the Sunday week preceding.

The minister of the parish (whether rector, vicar, or perpetual curate) is entitled to preside. In his absence the meeting must elect a chairman by a majority of votes. (58 Geo. III. c. 69, s. 2.) A churchwarden has no right, *quâ* churchwarden, to claim the chair in the absence of the proper clerical chairman. The chairman should be a ratepayer and a member of the vestry; but a meeting would not be illegal merely because presided over by a non-ratepayer; and occasionally it may be convenient to have a non-ratepayer, for instance, a licensed curate.

All persons rated (directly or indirectly) to the relief of the poor, whether resident or non-resident, may attend a vestry meeting and vote thereat. (58 Geo. III. c. 69, s. 2; 59 Geo. III. c. 85, s. 1; 32 & 33 Vict. c. 41, s. 7.) And this privilege also extends to all persons who have come into the parish to reside since the last poor rate was made, if they express a willingness to be rated. (58 Geo. III. c. 69, s. 4.) In order to be entitled to attend and vote, a person rated must have paid his back poor rates. (58 Geo. III. c. 69, s. 5; 59 Geo. III. c. 85, s. 3.) But the non-payment of a poor rate which has been made or has become due within three calendar months before the meeting does not count as a disqualification. (16 & 17 Vict. c. 65, s. 1.)

When a question is put to the vote on a show of hands, no person is to be reckoned as possessing more than one vote, but a poll may be demanded; and at a poll each ratepayer is to vote according to a scale which depends on his rating. (See *post*.)

At a vestry meeting any ratepayer may demand a poll. The proper time for doing this is after the result of the show of hands is declared by the chairman. The chairman is bound to grant this demand if duly made, but the time for taking the poll and the various necessary arrangements are in the chairman's discretion. If he fixes an improper time or place, or allows an insufficient time, or in any way arranges the poll so that there is any interference with due freedom of election,

the proceedings may be void, and a mandamus to hold a new election may be issued.

For more information on this subject, reference should be made to Prideaux's *Duties of Churchwardens*, where vestry meetings are very fully treated of, and the numerous cases relating thereto are set forth and commented on in a convenient form.

As a general rule, the chairman must not (except at his peril) interrupt, adjourn or postpone the business; this can only be done by the meeting manifesting its pleasure on a show of hands. (Rogers's *Eccl. Law* (2nd ed.), p. 955.)

But where an adjournment is necessary (as where a poll is demanded), the chairman may adjourn of his own authority, and may appoint the time and place for a poll; and this notwithstanding that the churchwardens and overseers have given notice that if a poll is demanded it will be held at a different time and place. The chairman, before he adjourns the meeting, will announce the place where the poll will be taken, and the times of its commencement and close. It is advisable at once to name the times and place, and further to agree that if no vote on either side be tendered for an hour, the poll shall then close (*l*). The place and duration of the poll must be such as to allow all voters a fair opportunity of attending, and it should be made reasonably notorious. The rate books should be produced, and their production can be enforced. There can be no voting by ballot.

The result of the poll must be announced in open vestry. It is generally better, as regards disputed votes, to adjourn the poll for a scrutiny, than to discuss the votes when tendered; but the chairman may decide as to the validity of the votes tendered, and may call in an assessor to assist him in doing so. A scrutiny cannot be demanded as a matter of right. (See *Reg.* v. *Vicar of Hammersmith*, 3 B. & S. 504, n.; 19 L. T. (O. S.) 203; and Prideaux, 132, n. (*b*).)

If it is desired to do new business at the adjourned vestry, a fresh notice must be given, for, as regards new business, it is a new meeting.

The decision must be that of a majority (however small) of those present at the vestry, the chairman having a casting vote in addition to his own vote or votes (58 Geo. III. c. 69, s. 2); or in the event of a poll being demanded, of a majority of the votes of the parishioners.

(*l*) But such an agreement as this, and proof of its having been carried out by the chairman, is only incidental evidence that he managed the poll with propriety.

Upon a poll the votes are to be set down according to the following scale :—

A ratepayer assessed (for one or more properties) under £50 has 1 vote.

,,	,,	at or above £50	and under	£75	,,	2 votes.
,,	,,	£75	,,	£100	,,	3 ,,
,,	,,	£100	,,	£125	,,	4 ,,
,,	,,	£125	,,	£150	,,	5 ,,
,,	,,	at or above £150			,,	6 ,,

As to a poll—six votes is the maximum in all cases, except where an owner having paid the rate of an occupier, is entitled to the votes of the occupier in addition to his own (if any), under sect. 8 of the Compulsory Church Rate Abolition Act, if such an occasion arise.

Two or more assessments may be lumped together in calculating the votes to which a ratepayer is entitled. Where two or more persons are jointly rated, each may vote according to his share of the joint charge considered as equally apportioned. Where only one of the persons jointly rated attends, he votes according to the whole of the joint charge. The clerk, secretary, steward or agent of any corporation or company may vote on behalf of his corporation or company, by a special resolution under seal.

The voters must attend in person, no proxies being allowed unless under a local Act.

Let it be noted that the information in this chapter only applies to vestry meetings in parishes: not to all meetings in ecclesiastical districts.

SECTION XII.

Public Companies under the Companies Clauses Consolidation Act, 1845.

THE "Companies Clauses Consolidation Act, 1845" (8 Vict. c. 16), which is the statute governing many of the largest and most important public companies in England, contains the following provisions relating to meetings of shareholders, and meetings of directors :—

GENERAL MEETINGS.

66. The first general meeting of the shareholders of the company shall be held within the prescribed time, or, if no time be prescribed, within one month after the passing of the special Act, and the future

general meetings shall be held at the prescribed periods, and if no periods be prescribed, in the months of February and August in each year, or at such other stated periods as shall be appointed for that purpose by an order of a general meeting; and the meetings so appointed to be held as aforesaid shall be called "ordinary meetings"; and all meetings, whether ordinary or extraordinary, shall be held in the prescribed place, if any, and if no place be prescribed, then at some place to be appointed by the directors.

67. No matters, except such as are appointed by this or the special Act to be done at an ordinary meeting, shall be transacted at any such meeting, unless special notice of such matters have been given in the advertisement convening such meeting.

68. Every general meeting of the shareholders, other than an ordinary meeting, shall be called an "extraordinary meeting"; and such meetings may be convened by the directors at such times as they think fit.

69. No extraordinary meeting shall enter upon any business not set forth in the notice upon which it shall have been convened.

70. It shall be lawful for the prescribed number of shareholders, holding in the aggregate shares to the prescribed amount, or where the number of shareholders or amount of shares shall not be prescribed, it shall be lawful for twenty or more shareholders holding in the aggregate not less than one-tenth of the capital of the company, by writing under their hands, at any time to require the directors to call an extraordinary meeting of the company; and such requisition shall fully express the object of the meeting required to be called, and shall be left at the office of the company, or given to at least three directors, or left at their last or usual places of abode; and forthwith upon the receipt of such requisition the directors shall convene a meeting of the shareholders; and if for twenty-one days after such notice the directors fail to call such meeting, the prescribed number, or such other number as aforesaid, of shareholders, qualified as aforesaid, may call such meeting, by giving fourteen days' public notice thereof.

71. Fourteen days' public notice at the least of all meetings, whether ordinary or extraordinary, shall be given by advertisement, which shall specify the place, the day, and the hour of meeting; and every notice of an extraordinary meeting, or of an ordinary meeting, if any other business than the business hereby or by the special Act appointed for ordinary meetings is to be done thereat, shall specify the purpose for which the meeting is called.

72. In order to constitute a meeting (whether ordinary or extraordinary), there shall be present, either personally or by proxy, the prescribed quorum, and if no quorum be prescribed, then shareholders

holding in the aggregate not less than one-twentieth of the capital of the company, and being in number not less than one for every five hundred pounds of such required proportion of capital, unless such number would be more than twenty, in which case twenty shareholders, holding not less than one-twentieth of the capital of the company, shall be the quorum; and if within one hour from the time appointed for such meeting the said quorum be not present, no business shall be transacted at the meeting other than the declaring of a dividend, in case that shall be one of the objects of the meeting, but such meeting shall, except in the case of a meeting for the election of directors, hereinafter mentioned, be held to be adjourned *sine die*.

73. At every meeting of the company one or other of the following persons shall preside as chairman; that is to say, the chairman of the directors, or in his absence the deputy-chairman (if any), or in the absence of the chairman and deputy-chairman some one of the directors of the company to be chosen for that purpose by the meeting, or in the absence of the chairman and deputy-chairman and of all the directors, any shareholder to be chosen for that purpose by a majority of the shareholders present at such meeting.

74. The shareholders present at any such meeting shall proceed in the execution of the powers of the company with respect to the matters for which such meeting shall have been convened, and those only; and every such meeting may be adjourned from time to time, and from place to place; and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place.

75. At all the general meetings of the company every shareholder shall be entitled to vote according to the prescribed scale of voting, and where no scale shall be prescribed every shareholder shall have one vote for every share up to ten, and he shall have an additional vote for every five shares beyond the first ten shares held by him up to one hundred, and an additional vote for every ten shares held by him beyond the first one hundred shares: Provided always, that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

76. The votes may be given either personally or by proxies, being shareholders, authorised by writing according to the form in the Schedule (F) to this Act annexed, or in a form to the like effect, under the hand of the shareholder nominating such proxy, or, if such shareholder be a corporation, then under their common seal; and every proposition at any such meeting shall be determined by the majority of votes of the parties present, including proxies, the chairman of the meeting being entitled to vote, not only as a principal and proxy, but to have a casting vote if there be an equality of votes. [Provided that where the shareholder is a member of a body corporate,

the proxy may be any member of such body, though not personally a shareholder in the company (*m*).]

77. No person shall be entitled to vote as a proxy unless the instrument appointing such proxy have been transmitted to the secretary of the company within the prescribed period, or, if no period be prescribed, not less than forty-eight hours before the time appointed for holding the meeting at which such proxy is to be used.

78. If several persons be jointly entitled to a share, the person whose name stands first in the register of shareholders as one of the holders of such share shall, for the purpose of voting at any meeting, be deemed the sole proprietor thereof; and on all occasions the vote of such first-named shareholder, either in person or by proxy, shall be allowed as the vote in respect of such share, without proof of the concurrence of the other holders thereof.

79. If any shareholder be a lunatic or idiot, such lunatic or idiot may vote by his committee; and if any shareholder be a minor, he may vote by his guardian or any one of his guardians; and every such vote may be given either in person or by proxy.

80. Whenever in this or the special Act the consent of any particular majority of votes at any meeting of the company is required in order to authorise any proceeding of the company, such particular majority shall only be required to be proved in the event of a poll being demanded at such meeting; and if such poll be not demanded, then a declaration by the chairman that the resolution authorising such proceeding has been carried, and an entry to that effect in the book of proceedings of the company, shall be sufficient authority for such proceeding without proof of the number or proportion of votes recorded in favour of or against the same.

APPOINTMENT AND ROTATION OF DIRECTORS.

81. The number of directors shall be the prescribed number.

82. Where the company shall be authorised by the special Act to increase or to reduce the number of the directors, it shall be lawful for the company from time to time, in general meeting, after due notice for that purpose, to increase or reduce the number of the directors within the prescribed limits, if any, and to determine the order of rotation in which such reduced or increased number shall go out of office, and what number shall be a quorum at their meetings.

83. The directors appointed by the special Act shall, unless thereby

(*m*) Words in brackets added to sect. 76 by the "Companies Clauses Consolidation Act, 1888" (51 & 52 Vict. c. 48), s. 2, which contains some further provisions respecting proxies.

otherwise provided, continue in office until the first ordinary meeting to be held in the year next after that in which the special Act shall have passed; and at such meeting the shareholders present, personally or by proxy, may either continue in office the directors appointed by the special Act, or any number of them, or may elect a new body of directors, or directors to supply the places of those not continued in office, the directors appointed by the special Act being eligible as members of such new body; and at the first ordinary meeting to be held every year thereafter the shareholders present, personally or by proxy, shall elect persons to supply the places of the directors then retiring from office, agreeably to the provisions hereinafter contained; and the several persons elected at any such meeting, being neither removed nor disqualified, nor having resigned, shall continue to be directors until others are elected in their stead, as hereinafter mentioned.

84. If at any meeting at which an election of directors ought to take place the prescribed quorum shall not be present within one hour from the time appointed for the meeting, no election of directors shall be made, but such meeting shall stand adjourned to the following day at the same time and place; and if at the meeting so adjourned the prescribed quorum be not present within one hour from the time appointed for the meeting, the existing directors shall continue to act and retain their powers until new directors be appointed at the first ordinary meeting of the following year.

85. No person shall be capable of being a director unless he be a shareholder, nor unless he be possessed of the prescribed number (if any) of shares; and no person holding an office or place of trust or profit under the company, or interested in any contract with the company, shall be capable of being a director; and no director shall be capable of accepting any other office or place of trust or profit under the company, or of being interested in any contract with the company, during the time he shall be a director.

86. If any of the directors at any time subsequently to his election accept or continue to hold any other office or place of trust or profit under the company, or be either directly or indirectly concerned in any contract with the company, or participate in any manner in the profits of any work to be done for the company, or if such director at any time cease to be a holder of the prescribed number of shares in the company, then in any of the cases aforesaid the office of such director shall become vacant, and thenceforth he shall cease from voting or acting as a director.

87. Provided always, that no person, being a shareholder or member of any incorporated joint stock company, shall be disqualified or prevented from acting as a director by reason of any contract entered into between such joint stock company and the company incorporated

by the special Act; but no such director, being a shareholder or member of such joint stock company, shall vote on any question as to any contract with such joint stock company.

88. The directors appointed by the special Act, and continued in office as aforesaid, or the directors elected to supply the places of those retiring as aforesaid, shall, subject to the provision hereinbefore contained for increasing or reducing the number of directors, retire from office at the times and in the proportions following, the individuals to retire being in each instance determined by ballot among the directors, unless they shall otherwise agree; (that is to say,)

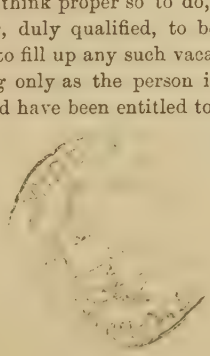
At the end of the first year after the first election of directors, the prescribed number, and, if no number be prescribed, one-third of such directors, to be determined by ballot among themselves, unless they shall otherwise agree, shall go out of office.

At the end of the second year the prescribed number, and, if no number be prescribed, one-half of the remaining number of such directors, to be determined in like manner, shall go out of office.

At the end of the third year the prescribed number, and, if no number be prescribed, the remainder of such directors, shall go out of office.

And in each instance the places of the retiring directors shall be supplied by an equal number of qualified shareholders; and at the first ordinary meeting in every subsequent year, the prescribed number, and if no number be prescribed, one-third of the directors, being those who have been longest in office, shall go out of office, and their places shall be supplied in like manner; nevertheless, every director so retiring from office may be re-elected immediately or at any future time, and after such re-election shall, with reference to the going out by rotation, be considered as a new director: Provided always, that, if the prescribed number of directors be some number not divisible by three, and the number of directors to retire be not prescribed, the directors shall in each case determine what number of directors, as nearly one-third as may be, shall go out of office, so that the whole number shall go out of office in three years.

89. If any director die, or resign, or become disqualified or incompetent to act as a director, or cease to be a director by any other cause than that of going out of office by rotation as aforesaid, the remaining directors, if they think proper so to do, may elect in his place some other shareholder, duly qualified, to be a director; and the shareholder so elected to fill up any such vacancy shall continue in office as a director so long only as the person in whose place he shall have been elected would have been entitled to continue if he had remained in office.



PROCEEDINGS OF DIRECTORS.

92. The directors shall hold meetings at such times as they shall appoint for the purpose, and they may meet and adjourn as they think proper, from time to time, and from place to place; and at any time any two of the directors may require the secretary to call a meeting of the directors, and in order to constitute a meeting of directors, there shall be present at the least the prescribed quorum, and when no quorum shall be prescribed, there shall be present at least one-third of the directors; and all questions at any such meetings shall be determined by the majority of votes of the directors present, and in case of an equal division of votes, the chairman shall have a casting vote in addition to his vote as one of the directors.

93. At the first meeting of the directors held after the passing of the special Act, and at the first meeting of the directors held after each annual appointment of directors, the directors present at such meeting shall choose one of the directors to act as chairman of the directors for the year following such choice, and shall also, if they think fit, choose another director to act as deputy-chairman for the same period; and if the chairman or deputy-chairman die or resign, or cease to be a director, or otherwise become disqualified to act, the directors present at the meeting next after the occurrence of such vacancy shall choose some other of the directors to fill such vacancy; and every such chairman or deputy-chairman so elected as last aforesaid, shall continue in office so long only as the person in whose place he may be so elected would have been entitled to continue if such death, resignation, removal, or disqualification had not happened.

94. If at any meeting of the directors neither the chairman nor deputy-chairman be present, the directors present shall choose some one of their number to be chairman of such meeting.

95. It shall be lawful for the directors to appoint one or more committees, consisting of such number of directors as they think fit, within the prescribed limits, if any, and they may grant to such committees respectively power on behalf of the company to do any acts relating to the affairs of the company which the directors could lawfully do, and which they shall from time to time think proper to entrust to them.

96. The said committees may meet from time to time and may adjourn from place to place, as they think proper, for carrying into effect the purposes of their appointment; and no such committee shall exercise the powers entrusted to them except at a meeting at which there shall be present the prescribed quorum, or, if no quorum be prescribed, then a quorum to be fixed for that purpose by the general body of directors; and at all meetings of the committees one of the members present shall be appointed chairman; and all questions

at any meeting of the committee shall be determined by a majority of votes of the members present, and in case of an equal division of votes the chairman shall have a casting vote, in addition to his vote as a member of the committee.

98. The directors shall cause notes, minutes, or copies, as the case may require, of all appointments made or contracts entered into by the directors, and of the orders and proceedings of all meetings of the company, and of the directors and committees of directors, to be duly entered in books, to be from time to time provided for the purpose, which shall be kept under the superintendence of the directors; and every such entry shall be signed by the chairman of such meeting; and such entry, so signed, shall be received as evidence in all courts and before all judges, justices, and others, without proof of such respective meetings having been duly convened or held, or of the persons making or entering such orders or proceedings being shareholders or directors or members of committee respectively, or of the signature of the chairman, or of the fact of his having been chairman, all of which last-mentioned matters shall be presumed until the contrary be proved.

SECTION XIII.

Public Companies under the "Companies Act, 1862," and Amending Acts.

THE "Companies Act, 1862" (25 & 26 Vict. c. 89), which is the parent of all "limited" companies of the present day, contains in the well-known Table A. of Schedule I., the following provisions as to the meetings and business arrangements of "a company limited by shares":—

GENERAL MEETINGS.

29. The first general meeting shall be held at such time, not being more than six months after the registration of the company, and at such place as the directors may determine.

30. Subsequent general meetings shall be held at such time and place as may be prescribed by the company in general meeting; and if no other time or place is prescribed, a general meeting shall be held on the first Monday in February in every year, at such place as may be determined by the directors.

31. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

32. The directors may, whenever they think fit, and they shall, upon a requisition made in writing by not less than one-fifth in number of the members of the company, convene an extraordinary general meeting.

33. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the company.

34. Upon the receipt of such requisition, the directors shall forthwith proceed to convene an extraordinary general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists, or any other members amounting to the required number, may themselves convene an extraordinary general meeting.

PROCEEDINGS AT GENERAL MEETINGS.

35. Seven days' notice at the least, specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting; but the non-receipt of such notice by any member shall not invalidate the proceedings of any general meeting.

36. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend and the consideration of the accounts, balance-sheets, and the ordinary report of the directors.

37. No business shall be transacted at any general meeting, except the declaration of a dividend, unless a quorum of members is present at the time when the meeting proceeds to business; and such quorum shall be ascertained as follows; that is to say, if the persons who have taken shares in the company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed twenty.

38. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week, at the same time and

place; and if at such adjourned meeting a quorum is not present, it shall be adjourned *sine die*.

39. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the company.

40. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be chairman.

41. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

42. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

43. If a poll is demanded by five or more members it shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the company in general meeting. In the case of an equality of votes at any general meeting, the chairman shall be entitled to a second or casting vote.

VOTES OF MEMBERS.

44. Every member shall have one vote for every share up to ten; he shall have an additional vote for every five shares beyond the first ten shares up to 100, and an additional vote for every ten shares beyond the first 100 shares.

45. If any member is a lunatic or idiot he may vote by his committee, curator bonis, or other legal curator.

46. If one or more persons are jointly entitled to a share or shares, the member whose name stands first in the register of members as one of the holders of such share or shares, and no other, shall be entitled to vote in respect of the same.

47. No member shall be entitled to vote at any general meeting unless all calls due from him have been paid, and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three months from the registration of the company, unless he has been possessed of the share in respect of which he claims to vote for at least three months previously to the time of holding the meeting at which he proposes to vote.

48. Votes may be given either personally or by proxy.

49. The instrument appointing a proxy shall be in writing, under the hand of the appointer, or if such appointer is a corporation, under their common seal, and shall be attested by one or more witness or witnesses: no person shall be appointed a proxy who is not a member of the company.

50. The instrument appointing a proxy shall be deposited at the registered office of the company not less than seventy-two hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

DISQUALIFICATION OF DIRECTORS.

57. The office of director shall be vacated,—

If he holds any other office or place of profit under the company;

If he become bankrupt or insolvent;

If he is concerned in or participates in the profits of any contract with the company;

But the above rules shall be subject to the following exceptions;

That no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for the company of which he is director; nevertheless he shall not vote in respect of such contract or work; and if he does so vote, his vote shall not be counted.

ROTATION OF DIRECTORS.

58. At the first ordinary meeting after the registration of the company, the whole of the directors shall retire from office; and at the first ordinary meeting in every subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three, then the number nearest to the one-third shall retire from office.

59. The one-third or other nearest number to retire during the first and second years ensuing the first ordinary meeting of the company shall, unless the directors agree among themselves, be determined by ballot; in every subsequent year the one-third or other nearest number who have been longest in office shall retire.

60. A retiring director shall be re-eligible.

61. The company at the general meeting at which any directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons.

62. If at any meeting at which an election of directors ought to

take place, the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place; and if at such adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled up.

63. The company may from time to time, in general meeting, increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.

64. Any casual vacancy occurring in the board of directors, may be filled up by the directors, but any person so chosen shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred.

65. The company, in general meeting, may, by a special resolution, remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

66. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business; questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes the chairman shall have a second or casting vote; a director may at any time summon a meeting of the directors.

67. The directors may elect a chairman of their meetings, and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the same, the directors present shall choose some one of their number to be chairman of such meeting.

68. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.

69. A committee may elect a chairman of their meetings. If no such chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be chairman of such meeting.

70. A committee may meet and adjourn as they think proper:

questions arising at any meeting shall be determined by a majority of votes of the members present; and in case of an equality of votes the chairman shall have a second or casting vote.

71. All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

In Schedule II., Form B., will be found provisions applicable to "a company limited by guarantee, and not having a capital divided into shares." The sub-divisions headed "General Meetings," and "Proceedings at General Meetings," are very much the same as the corresponding sub-divisions in Table A., but the sub-division headed "Votes of Members" is somewhat different, and the provisions as to "Directors," altogether different. I have not thought it necessary to quote from Form B.

PART IV.

DIGEST OF CASES.

THE principles upon which this Digest has been prepared are briefly stated in the preface to this volume, and it is not necessary to repeat what is said there. Unavoidably, the classification is arbitrary, not to say illogical, but I have done my best to sort out the cases in such a way as shall make them useful for general purposes in connection with the management of meetings of all kinds. The references to the more recent cases are usually only to the *Law Journal* and *Law Reports*, but many will be found reported in the *Times Law Reports*, in the *Law Times Reports*, and in the *Weekly Reporter*.

ADJOURNMENT.

1860. [1]

Kerr v. *Wilkie*. Bridge Trust—A notice of a meeting extends to a *bonâ fide* adjournment thereof, so that no fresh notice is necessary. (1 L. T. 501; 8 W. R. 286.)

1847. [2]

Reg. v. *Grimshaw*. Municipal Corporations Act, 1835, s. 69—Meeting convened to appoint a coroner—An appointment without any writing save the entry in the minutes held good, after the appointee had been in actual exercise of the office—Where a meeting is adjourned, no business can be taken at the adjourned meeting which was not brought forward at the original meeting, unless notice is duly given of such business. (16 L. J. Q. B. 385; 10 Q. B. 747; 9 L. T. (O. S.) 221.)

1851. [3]
Scadding v. *Lorant.* Where notice of the purpose of a vestry meeting has been duly given, and that meeting has begun, but not completed, a certain business, and the meeting is regularly adjourned, such business may be lawfully completed at the adjourned meeting, though the notice summoning such adjourned meeting does not state the purpose for which it was summoned. (3 H. L. C. 418; 17 L. T. (O. S.) 225.)

1736. [4]
Stoughton v. *Reynolds.* The right of adjourning a vestry meeting is in the meeting at large. (2 Strange, 1045; Fortescue, 168; Cas. *temp.* Hard. 274.)

CHAIRMAN.

1884. [5]
Indian Zoedone Company, In re. The chairman of a general meeting has *primâ facie* authority to decide urgent questions—His minutes and decisions will be considered *primâ facie* right, and place the onus of proof on those who deny the decision stated in the minute-book. (53 L. J. Ch. 468; L. R. 26 Ch. D. 70; 50 L. T. 547.)

1875. [6]
Lucas v. *Mason.* Action for assault—Plaintiff ejected from a meeting by a steward and policeman engaged in carrying out the orders of the defendant, who was the chairman, the orders being to bring to the front some men seated near plaintiff, and who were making a disturbance—Nonsuit by direction of judge held right, there being no evidence of defendant having authorised an assault on the plaintiff, or of his having invested the steward or policeman with discretion to determine for themselves whether in their judgment or not plaintiff was assisting in the disturbance. (44 L. J. Ex. 145; L. R. 10 Ex. 251; 33 L. T. 13; 39 J. P. 663.)

1725. [7]
Machell v. *Nevison.* A mayor as chairman *ex officio* may break up a meeting and it is illegal to proceed after his departure—*Per* Raymond, J.:—"If the members of a corporation are summoned to appear for one particular purpose, they cannot proceed to any other matter without the unanimous consent of the whole body. But if every member be present and consent, it is good; though they were not assembled for that very purpose." (2 Ld. Raymond, 1355; 11 East, 84, n.)

1894. [8]
National Dwellings Society v. *Sykes.* Ordinary meeting of a company—Resolution moved that the report be received—Amendment

that a committee of investigation be appointed—This amendment ruled by chairman out of order, because not given notice of—Original motion put and declared lost—Whereupon chairman vacated chair and left the room, accompanied by a few shareholders, though the ordinary business of the meeting had not been discussed—Residue of meeting appointed a new chairman, and proceeded to discuss various matters—Held, that it was not in the power of the original chairman to dissolve the meeting at his own will and pleasure, and that the reconstituted meeting was entitled to deal with the unfinished business under the presidency of a new chairman. (63 L. J. Ch. 906; L. R. [1894] 3 Ch. 159.)

1868. [9]
Reg. v. *Ireland.* Municipal Corporations Act, 1835, s. 9 (1)—The receipt of parish relief by a father does not disqualify a son from being enrolled as a burgess and acting in a public office, *e.g.*, mayor, town councillor, or chairman of a board of guardians. (37 L. J. Q. B. 73; L. R. 3 Q. B. 130; 17 L. T. (N. S.) 466.)

1873. [10]
Reg. v. *Jones.* The chairman as such of a vestry declared himself elected a member of a burial board, but afterwards refrained from acting on the board—*Quo warranto* is not applicable where a person has neither acted in an office nor claimed to do so. (28 L. T. 270; 37 J. P. 453.)

1853. [11]
Reg. v. *Middlesex JJ.* Lighting Act, 1833—Neither adoption nor a rate is invalid because made at a vestry presided over by a chairman who is not a ratepayer—A lighting rate is a "parochial rate," the non-payment of which disqualifies a person from acting as chairman of, or voting at, a meeting under the Act. (22 L. J. M. C. 106; 1 Bail Ct. Cas. 156; 21 L. T. (O. S.) 131.)

1807. [12]
Rex v. *Buller.* If a presiding officer, who by the constitution of the borough forms an integral part of an elective assembly, depart from it after the meeting has been regularly formed and the election entered upon, but before it is completed, an election after his departure is void. (8 East, 389.)

1809. [13]
Rex v. *Gaborian.* Meeting to elect a mayor—Votes equal, whereupon the retiring mayor as chairman (as in duty bound) declared that there was no election, and dissolved the meeting without any objection from the electors, and left the room, accompanied by

several people—After his departure a new meeting was constituted under the chairmanship of the person entitled to preside in the mayor's absence, and a form of election was gone through—Held, that such election was void as accomplished by surprise and fraud and without notice. (11 East, 77.)

1730. [14]
Rex v. *Norris.* No new business can be commenced at a meeting after the departure of the mayor, but the assembly has always a right to proceed in the business that was begun when he was present. (1 Barnardiston, 385.)

1806. [15]
Rex v. *Winchester, Commissary of Bishop of.* Where there is no regular presiding sworn officer at an election, the control of the election (or the regulation of the meeting [1 Curt. 522]) devolves at common law on the electors themselves—In the absence of the rector, &c. of a parish, a churchwarden is not entitled *ex officio* to preside at a vestry meeting. (7 East, 573.)

1897. [16]
Salisbury Gold Mining Co. v. *Hathorn.* An article provided that "the chairman may, with the consent of the members present, at any meeting adjourn the same, &c."—Held, that the chairman is not bound to adjourn a meeting, even though a majority of those present desire it, but that business included in the notice may be proceeded with. (66 L. J. P. C. 62; L. R. [1897] A. C. 268.)

1854. [17]
Taylor v. *Nesfield.* *Per* Jervis, C.J.:—"There is not, as far as I know, any case which has ever arisen to guide us in deciding how far the powers of a chairman extend. . . . Public meetings must be regulated somehow; and where a number of persons assemble and put a man in the chair they devolve upon him, by agreement, the conduct of that body. They *attorn* to him, as it were, and give him the whole power of regulating themselves individually. . . . The chairman collects, as it were, his authority from the meeting." (A. Wills, "Treatise on Parish Vestries," p. 29, n.)

1875. [18]
Vaughan v. *Hampson.* Action for assault—Plaintiff present by request and leave of defendant at a meeting of creditors of a bankrupt—Defendant chairman thereof, in which capacity he ejected plaintiff by force—Held, that under the circumstances plaintiff was entitled to attend the meeting, and was no trespasser; action therefore held maintainable. (33 L. T. 15.)

1898. [19]
Wall v. *London and Northern Assets Corporation.* At a general meeting of a company the chairman, by the vote of the majority, can stop a debate after a resolution moved has been reasonably debated—An amendment altering the terms of a resolution cannot be moved at a subsequent meeting, which has been called simply to confirm or reject the resolution. (67 L. J. Ch. 596; L. R. [1898] 2 Ch. 469.)

1819. [20]
Wilson v. *M'Math.* The incumbent of a parish presides by right at a meeting of his parishioners in vestry. (3 Phil. Eccl. Rep. 67; 3 B. & Ald. 244, n.)

1845. [21]
Wood v. *Leadbitter.* Racecourse inclosure—Admission thereto by ticket—Plaintiff, a ticket-holder, ejected, but without undue force—Action for trespass for assault—Held, that the jury were properly directed to find for the defendant—A right to remain for a certain time on the land of another can be granted only by deed; and a parol licence to do so, even though money be paid for it, is revocable at any time, and without paying back the money. (14 L. J. Ex. 161; 13 M. & W. 838.)

1839. [22]
Wooding v. *Oxley.* Proof of annoyance and disturbance by a person at a meeting, such as crying out "Hear, hear," and putting questions to a speaker, and making observations on his statements, will not justify the chairman of a meeting in giving such person in charge to the police—To justify such a course it must be shown that what was done by the party making the disturbance amounted to a breach of the peace. (9 C. & P. 1.)

CLUB (*a*).

1890. [23]
Baird v. *Wells.* A member of an ordinary club and a member of a proprietary club do not stand on the same footing as regards their personal rights, and a member of the latter class of club, if irregularly expelled, cannot obtain relief by way of injunction to restrain interference with his right of access, but must seek it by action for damages. (59 L. J. Ch. 673; L. R. 44 Ch. D. 661; 62 L. T. 312.)

(*a*) For further information as to club law, reference may be made to Leach's *Club Cases*, 2nd ed., 1879, published by Harrison, 59, Pall Mall.

1889. [24]
Holdsworth v. *Blackler*. Action for libel in relation to a club—Letter published by defendant in a newspaper the alleged libel—Statement of claim included these words:—"In consequence of the premises the plaintiffs *and the said Constitutional Club* have been, and are, greatly damaged in their credit and reputation"—The words in italics struck out at the instance of the defendant—Held, that the plaintiffs could not sue on behalf of the club, but only on behalf of themselves, if at all; and that it did not appear by the statement of claim that the libel was published "of and concerning the plaintiffs." (*Times*, Nov. 5, 1889.)

1889. [25]
Stansfield v. *Ridout and Others*. Action for beer supplied to club on orders of secretary, under the authority of the managing committee—Evidence that defendants were present at the meeting at which the beer was ordered—Minute-book and various cheques for other goods signed by defendants put in as proof of liability for having ordered and being liable for this particular debt—Judgment for plaintiff, less amount of commission illegally paid by plaintiff to secretary. (5 Times L. R. 656.)

1907. [26]
Thellusson v. *Valentia* (*Viscount*). Club Rules—Power to alter—Fundamental objects—Where a club was instituted for pigeon-shooting, polo, and other sports, and was managed by a committee under the rules, one of which required that any alteration of the rules should require the sanction of a two-thirds majority at a general meeting, it was held competent for the requisite majority to pass a resolution that pigeon-shooting should be discontinued, and thus authorise the committee to discourage that particular sport—There is no rule of law which requires any association to continue to fulfil each and every separate purpose for which it was originally formed. (76 L. J. Ch. 465; L. R. [1907] 2 Ch. 1.)

COMMITTEES.

1867. [27]
Barnsley L. B. v. *Sedgwick*. Appointment of committees by a local board—Neither the recommendations of a committee, if acted upon by the board, nor the acts of the board generally, need to be sealed and signed by five members. (36 L. J. M. C. 65; L. R. 2 Q. B. 185; 8 B. & S. 202; 15 L. T. 569; 31 J. P. 165.) [As regards the signatures, this question could not now arise since the passing of the Public Health Act, 1875, s. 7.]

1863. [28]
Bush v. *Martin*. Salary of a clerk in arrear—A report by a committee is not such an acknowledgment as would take a case out of the Statute of Limitations. (33 L. J. Ex. 17; 2 H. & C. 311; 8 L. T. 509.)

1877. [29]
Cook v. *Ward*. Land Drainage Act, 1861; Sched. Pt. II. r. 6—Powers delegated to a committee—Every act done by a committee must be the joint act of the committee: it is not competent for them to apportion among themselves duties delegated to them as a body. (46 L. J. C. P. 554; L. R. 2 C. P. D. 255; 36 L. T. 893; 41 J. P. 439.)

1892. [30]
Draper v. *Manvers* (*Earl*). Salisbury Club—Action for goods supplied by order of a sub-committee—Defendant a trustee, member of chief committee and debenture holder, but not a member of the sub-committee—*Per* Wright, J.:—"There was no evidence to show that the defendant took part in this particular matter [ordering these goods] or in the current finance of the club. The mere fact of joining in the appointment of the sub-committee under the rules of the club was not sufficient to fix the defendant with liability." (9 Times L. R. 73.)

1890. [31]
Huth v. *Clarke*. Rabies order under the Local Government Act, 1888—A public body, by delegating some of its powers to a sub-committee, does not necessarily lose its own right to exercise those powers—*Per* Coleridge, C.J.:—"The delegation, unless, of course, it is controlled by statute, of any power by one person to another does not contemplate the abandonment of the power. The power may always be resumed." (59 L. J. M. C. 120; L. R. 25 Q. B. D. 391; 62 L. T. 348; 55 J. P. 86.)

1856. [32]
Kendall v. *King*. 8 & 9 Vict. c. 75, s. 8—Committee of justices authorised to enter into contracts and to sue and be sued in the name of their clerk—Action against committee in the name of the clerk held maintainable, although the plaintiff might have no means of enforcing a judgment if one were obtained—Committee held not personally liable. (25 L. J. C. P. 132; 17 C. B. 483.)

1885. [33]
Parr v. *Bradbury*. A member of a club who has only retired may yet be liable to contribute to payment of debts incurred whilst he was a member, he having knowledge of the existence of those debts, and of the rules under which the debts were incurred. (*Times*, Feb. 23, 1885.)

1888. [34]
Pilot v. *Craze.* Stewards of a fête—Hire of tents—Authority of "general manager" to pledge the credit of the stewards—Held, that there was evidence on the facts that the manager was authorised to pledge the credit of the stewards, and that therefore they were liable. (52 J. P. 311.)

1885. [35]
Strickland v. *Weldon.* Committee formed to improve a church—Action by some members against one of their number (the incumbent) to account for moneys received by him—The fund being a charity, action held not maintainable in the absence of the Attorney-General—*Quære*, whether certificate of Charity Commissioners under the Charitable Trusts Act, 1853, s. 62, was also necessary. (54 L. J. Ch. 452; L. R. 28 Ch. D. 426; 52 L. T. 247.)

1883. [36]
Taurine Co., In re. A committee of a board of directors need not consist of more than one person.—There is nothing to prevent the delegation by the directors of all the powers to one director as the committee of the board if the articles of association authorise such delegation. (53 L. J. Ch. 271; L. R. 25 Ch. D. 118.)

1881. [37]
Verulam (Earl of) v. *Cowper (Earl).* An action involving a point of considerable importance to all subscribers to public buildings has ended by the defendant submitting to pay the claim with costs—As the Attorney-General was engaged for him it is practically equivalent to a legal decision that a person who promises in writing a subscription to a building fund can be compelled to pay if the work is contracted for, and that it is no defence that he disapproves of some or all work done, unless it is contrary to some condition prescribed when the subscription was promised—Defendant had promised £500 towards the restoration of St. Alban's Cathedral by the committee without any conditions—He had paid none of it until the committee had not only done the work, to which he did not object, but had also restored the original high roof, in regard to which a controversy had occurred, when the defendant had taken an active part against the committee—He then refused to pay any of his subscription on that ground, and so pleaded in defence to the action—The result is that on the eve of trial the defence has been abandoned under the highest legal advice, and after trying to induce the plaintiffs to consent to an arbitration, which they refused. (*Times*, May 12, 1881.)

ELECTION.

1901. [38]
Bland v. *Buchanan.* Municipal Corporations Act, 1882, ss. 42 (1), 102—Where the election of a person as town councillor is void *ab initio*, a vote by him at the election of mayor is void, and cannot be counted. (70 L. J. K. B. 466; L. R. [1901] 2 K. B. 75.)

1890. [39]
Conybeare v. *London S. B.* Elementary Education Act, 1870, Sched. II. Pt. I. r. 14—A member of the School Board for London, convicted in Ireland of a criminal offence, held to have vacated his office in England. (60 L. J. Q. B. 44; L. R. [1891] 1 Q. B. 118; 63 L. T. (N. S.) 651; 55 J. P. 151; 9 Times L. R. 4.)

1826. [40]
Edenborough v. *Archbishop of Canterbury.* Appointments to a living vested in trustees—Held, that an election by ballot was not legal, but that the voting must be open—In such an election the right of voting may by long usage be limited to parishioners who pay church rates and poor rates. (2 Russ. 93.)

1825. [41]
Faulkner v. *Elger.* Meeting to elect a perpetual curate—Announcement before election that persons who had not paid their church rate would not be allowed to vote—In consequence of this notice several votes not tendered and several votes rejected—Election declared void. (4 B. & C. 449.)

1847. [42]
Gosling v. *Veley.* Votes given for an unqualified person after notice of his incapacity are thrown away, and the voters must be deemed in law to acquiesce in the election of other persons; they have no right to employ their franchise merely to prevent an election. (16 L. J. Q. B. 201, at p. 210; 7 Q. B. 406, at pp. 437, 438.) [The decision in this case—the *Braintree Church Rate Case*—was reversed on appeal, but not on grounds which in any way invalidate the above notes.]

1854. [43]
Joyce, Ex parte. Vestry meeting—Election of churchwardens—Where a chairman rejected votes which were alleged to be admissible, but it did not appear that the result would have been different if they had been accepted, the Court refused a *mandamus* for a new election, though the persons whose votes had been rejected were parties to the application. (23 L. J. M. C. 153; [*Mawby, Ex parte*] 3 E. & B. 718.)

1760. [44]
Oldknow v. *Wainwright*. Election to an office—Present, twenty-one electors; nine vote for S.; eleven protest against him, but without voting for any rival candidate; one declined to express any opinion—Held, that S. was duly elected—*Per* Ld. Mansfield:—"Whenever electors are present and do not vote at all (as they have done here), they virtually acquiesce in the election made by those who do." (1 W. Bl. 229; 2 Burr. 1017.)

1866. [45]
Reg. v. *Backhouse*. An election of a local board conducted in the usual manner, save that the chairman was absent and no deputy was appointed, is void, and his certificate of the result a nullity. (36 L. J. Q. B. 7; L. R. 2 Q. B. 16; 7 B. & S. 911; 15 L. T. 240.)

1866. [46]
Reg. v. *Blizard*. Municipal corporation—*Quo warranto*—Where a successful candidate is not qualified, he cannot by resigning his seat deprive of his rights an opponent who claims his seat. (36 L. J. Q. B. 18; L. R. 2 Q. B. 55; 7 B. & S. 922; 15 L. T. 242.) [See *Reg.* v. *Tewkesbury, Mayor*.]

1892. [47]
Reg. v. *Bodmin, Mayor*. Appointment of a town clerk—Five voted for E. and five for C.—C. voted for himself—Casting vote given by the mayor in favour of C.—Circumstances under which, when a *mandamus* has been refused, no second application for a *mandamus* will be entertained. (61 L. J. M. C. 151; L. R. 2 Q. B. 21; 66 L. T. 562; 56 J. P. 504.)

1839. [48]
Reg. v. *Brightwell*. No particular directions given as to the mode of election—Held, that the proper mode was to put to the vote a list containing as many names as there were vacant places, every elector being at liberty to bring forward a list of his own—Such an alternative list might comprise the full number of names or any lesser number, at the pleasure of the proposer. (9 L. J. Q. B. 224; 10 A. & E. 171; 2 P. & D. 413.)

1857. [49]
Reg. v. *Christchurch Overseers*. When a statute requires an act to be done by the "major part" of a meeting, the proceedings will not be valid unless those who abstain from voting be reckoned as present—Members who refuse to vote are not in such a case to be deemed absent. (26 L. J. M. C. 68; 7 E. & B. 409; 29 L. T. (O. S.) 328.)

1876. [50]
Reg. v. *Collins.* Local board election—Error in casting up votes discovered some time after the declaration of the poll—*Quo warranto*—A chairman's certificate is not conclusive as to mere mechanical errors of casting up, but it is conclusive as regards the validity of votes—Bad votes not rejected at the proper time cannot afterwards be questioned. (46 L. J. Q. B. 257; L. R. 2 Q. B. D. 30; 36 L. T. 192.)

1838. [51]
Reg. v. *Dolgelly Union.* Election of a clerk—Allegation that the successful candidate was elected by the votes of guardians not themselves duly elected—*Mandamus* to admit the unsuccessful candidate, as having the majority of valid votes, refused, no public inconvenience being shown. (7 L. J. M. C. 99; 8 A. & E. 561; 3 N. & P. 542.)

1851. [52]
Reg. v. *Griffiths* (1). Art. 155 of C. O., 1847—Election by guardians of a clerk—If a guardian be present he must, whether willing or not, be counted in ascertaining if a "majority of the guardians present" concur. (17 Q. B. 164.) [This only applies to the election of the officers named in Art. 153; it does *not* apply to the election of a chairman or vice-chairman.]

1857. [53]
Reg. v. *Griffiths* (2). Appointment of an officer in a certain month fixed by statute—Held, that an appointment some months later was good. (26 L. J. Q. B. 313; 7 E. & B. 953; 29 L. T. (O. S.) 196.)

1886. [54]
Reg. v. *Hagbourne, Vicar.* Meeting called to elect churchwardens—Proposal to postpone election until certain charity accounts were produced—Vicar refused to accept a motion to this effect and declared a certain candidate duly elected—Held, that the vicar had acted improperly, and *mandamus* granted for new election. (51 J. P. 276; see also *Times*, Nov. 2, 1886 (costs).)

1861. [55]
Reg. v. *Kirby.* Vestries Act, 1818, s. 3—Right to vote as executor—Claim held good—Held, also, that it was immaterial that the claimant was not entered by name as an executor; and that the testator's property was available for adding to the executor's private property, so as to confer additional votes. (31 L. J. Q. B. 3; 1 B. & S. 647; 5 L. T. 280.)

1901. [56]
Rex v. *Salisbury, Bishop of.* Vestries Act, 1818, s. 3—The incumbent of a parish who, upon a failure of himself and the parishioners to agree on the choice of churchwardens, exercises his right of appointing one churchwarden, is not entitled, either by the common law or the above statute, to vote in his capacity of rate-payer at the election of the other churchwarden. (70 L. J. K. B. 593; L. R. [1901] 2 K. B. 225.)

1848. [57]
Reg. v. *St. Mary, Newington, Governors.* Local Act—Many vacancies—Mode of election—Two candidates proposed for each vacancy—Show of hands—Candidate with majority declared elected—So on to end of the vacancies—At a certain stage a poll was demanded by defeated candidates, and refused by the returning officer—Held, that such a system could not be supported—*Mandamus* granted for a new election for all the seats filled up after the objection was taken by the defeated candidates. (6 D. & L. 162.)

1844. [58]
Reg. v. *St. Stephen's, Coleman Street, Vicar.* At a vestry convened to elect an organist, it was resolved that a committee should select six of the candidates, and give each a trial; that one should be elected, and that no votes given for any candidate who was not one of the selected six should be received—Held, that this arrangement was not unreasonable—*Mandamus* to admit a candidate who had a majority of votes, but was not one of the six, refused. (14 L. J. Q. B. 34; [*Le Cren, Ex parte*] 2 D. & L. 571.)

1868. [59]
Reg. v. *Tewkesbury, Mayor.* Municipal Corporations Act, 1835, s. 35—Though the vote of an elector knowingly and wilfully voting for a disqualified candidate is lost, yet knowledge of facts that constitute a legal disqualification is not necessarily knowledge that the candidate is legally disqualified, so as to give the candidate next on the poll a "majority of good votes." (37 L. J. Q. B. 288; L. R. 3 Q. B. 629; 9 B. & S. 683; 18 L. T. 851.)

1874. [60]
Reg. v. *Tong Street L. B.* Neglect to hold the customary annual election—*Mandamus* granted to compel the Board to do so six months after the proper time. (38 J. P. 756.)

1805. [61]
Rex v. *Bedford Level Corporation.* Election to an office—Majority made up of bad votes—*Mandamus* granted to admit another candidate who had a majority of good votes. (6 East, 356.)

1819. [62]
Rex v. *Player*. Meeting to elect honorary freemen of a corporation—List of names proposed and voted for *en bloc* instead of individually—Election held void even when the corporation consisted of an indefinite number of persons. (2 B. & Ald. 707.)

1876. [63]
Shaw v. *Thompson*. Election to a benefice by parishioners at large who were entitled to prescribe the method of election—Polling conducted by the churchwardens contrary to the way determined by the parishioners—Election, though illegal, not set aside, it not being shown that the result would otherwise have been different, or that any voter had been deprived of an opportunity of voting—A parochial election would not necessarily be invalid, if effected by ballot, in a case where the method of election was optional with the electors. (45 L. J. Ch. 827; L. R. 3 Ch. D. 233; 34 L. T. 721.)

1870. [64]
Wandsworth and Putney Gas Light and Coke Co. v. *Wright*. The declaration by the chairman of the result of an election of directors is *primâ facie* evidence of the validity of such election—In case of fraud, however, the Court will grant relief to the candidates against whom the declaration was made. (22 L. T. 404; 18 W. R. 728.)

INTEREST IN CONTRACTS.

1861. [65]
Eales v. *Cumberland Black Lead Mine Co.* If directors of a company appoint one of themselves to a salaried office, such appointment is not void—*Quære*, Is it a breach of trust? (30 L. J. Ex. 141; 6 H. & N. 481; 3 L. T. 861.)

1868. [66]
Flanagan v. *Great Western Railway Co.* Agreement for the occupation of refreshment rooms, the only evidence of such agreement being an entry in a minute-book of the company—Bill for specific performance dismissed—The Court will not enforce specific performance of an agreement between a director with his company for his own benefit, and his assignee is in no better position than he himself could be. (38 L. J. Ch. 117; L. R. 7 Eq. 116; 19 L. T. 345.)

1871. [67]
Imperial Mercantile Credit Association v. *Coleman*. The rule which prohibits a director of a company from deriving any profit from a contract with, or work done for, the company, may be set aside by express provision in the articles of association. (40 L. J. Ch. 262; L. R. 6 Ch. App. 558; 24 L. T. 290.)

1870. [68]
North Eastern Railway Co. v. *Jackson.* A director is not allowed to make any profits from the business of the company while he is director, or to receive any other remuneration for his services, professional or otherwise, than such as a general meeting may have sanctioned. (19 W. R. 198.)

1841. [69]
Sheffield, Ashton-under-Lyne, and Manchester Railway Co. v. *Woodcock.* Statutory enactment that directors interested in contracts were to be disqualified held only applicable to contracts with the railway company for railway purposes—Directors who were members of a bank employed by the company held not disqualified—Clause providing that proceedings of directors should be entered in a book and signed by chairman of the meeting, and should be read in evidence without proof of chairman's signature—Such book held to be evidence *per se*, without proof that the deputy-chairman who signed the minutes did in fact preside. (11 L. J. Ex. 26; 7 M. & W. 574; 2 Rail. Cas. 522.)

1856. [70]
Woolley v. *Kay.* Local Act—Disqualification by reason of interest in a contract—Defendant contracted to sell land to a board of which he afterwards became a member, before the completion of the purchase—Held, that he was not disqualified, the contract not being of a continuing character. (25 L. J. Ex. 351; 1 H. & N. 307; 27 L. T. (O. S.) 205.)

LEGAL LIABILITY ARISING OUT OF MEETINGS.

1892. [71]
Alexander v. *Jenkins.* Words spoken of a town councillor alleging that he was an habitual drunkard and unfit for his office are not actionable, in the absence of special damage. (61 L. J. Q. B. 634; L. R. [1892] 1 Q. B. 797.)

1895. [72]
Booth v. *Arnold.* An action for slander will lie, without special damage, for words imputing dishonesty or malversation in a public office of trust, although the office is not one of profit, and whether there is a power of removal from the office for misconduct or not—Therefore, where the defendant spoke concerning an alderman words imputing a charge that he had used his office for dishonestly procuring advantage to himself—Held, that an Action of slander lay, without proof of special damage. (64 L. J. Q. B. 443; L. R. [1895] 1 Q. B. 571; 72 L. T. 310; 59 J. P. 215.)

1903. [73]
British Asbestos Co. v. *Boyd.* Companies Act, 1862—Three acting directors, B., R., M.—Resignation of his office by M.—The other two, B. and R., appointed one of themselves, B., to be managing director—At the next meeting B. and R. appointed D. director—B., R., and D. convened the annual meeting of the company—Held, that though B. had vacated his directorship by becoming managing director, and the election of D. by B.'s vote was therefore irregular, yet one of the Articles and sect. 67 of the Act enabled the Court to hold the board to have been validly constituted—*Dawson* v. *African Land Co.*, 67 L. J. Ch. 47, followed. (73 L. J. Ch. 31; L. R. [1903] 2 Ch. 439.)

1866. [74]
Doyle v. *Falconer.* Action for trespass—Legislative Assemblies in the British colonies have, in the absence of an express grant, no power to adjudicate upon, or punish for, contempts committed beyond their walls—The Speaker's warrant for arrest of the offending member ought to have shown that the contempt was committed in the presence of the House, and so fell within the limits of the authority assumed by the Speaker to be vested in him—If a member is guilty of disorderly conduct while the House is sitting he may be removed, or excluded for a time, or even expelled; but there is a great difference between such powers and the judicial power of inflicting a penal sentence for the offence (36 L. J. P. C. 33; L. R. 1 P. C. 328, at p. 340.)

1842. [75]
Ferguson v. *Kinnoull, Earl of.* Refusal of a majority of a body to allow to be done a certain thing which by law they were bound to allow to be done—Persons clothed with functions of a judicial nature, but also required to perform ministerial acts, may be sued for damages occasioned by their neglect or refusal to perform such ministerial acts, even where there is no allegation of malice, and the remedy lies against the refusing persons. (9 Clark & Finn. 251.)

1871. [76]
Great Oceanic Telegraph Co., In re, Harward's Case. A person who allowed his name to be advertised as director of a company, and attended a board meeting, but never applied for shares, or received notice of allotment, was held to have contracted to take the minimum number of shares which constituted a director's qualification. (41 L. J. Ch. 283; L. R. 13 Eq. 30; 25 L. T. 620.)

1834. [77]
Howell v. *Jackson.* If a person conducts himself in a disorderly manner in a public-house, and the landlord requests him to depart, and he refuses, the landlord is justified in laying hands on him to put him out—If, while the landlord has hold of him, the person lays hands on the landlord, this is an assault, and a police officer who sees the affair is justified in taking him into custody. (6 C. & P. 725.)

1869. [78]
Joint Stock Discount Co. v. *Brown.* A director, who, knowing the improper character of a proposed transaction, contents himself with protesting, and then does nothing more, stands by no means in a better position than his fellows—Observations by James, V.-C., on the duties and liabilities of directors, arising out of attendances at meetings—Consideration of liabilities which attach to persons who are present at meetings and sign cheques. (L. R. 8 Eq. 381; 20 L. T. 844.)

1836. [79]
Martin v. *Strong.* Words spoken by the chairman, a subscriber to a charity, in answer to inquiries by another subscriber respecting the conduct of a medical man in his attendances on patients of the charity, are not, merely on that account, privileged. (6 L. J. K. B. 48; 5 A. & E. 535.)

1875. [80]
Mill v. *Hawker.* Highway Act, 1862, s. 9 (6) and s. 16—Obstruction—Liability of members of a Board for acts that are *ultra vires*—Officer obeying orders of that character—Certain members of a highway board, and the surveyor, held liable personally for a trespass. (44 L. J. Ex. 49; L. R. 10 Ex. 92; 33 L. T. 177; 39 J. P. 181.)

1876. [81]
Montrotier Asphalte Co., In re, Perry's Case. A director is not liable for misfeasances committed by his co-directors, without his knowledge, at board meetings at which he is not present—Nor is he liable to make good the amount of a cheque drawn with his sanction for a lawful purpose, which reaches the wrong person and is misappropriated. (34 L. T. 716.)

1872. [82]
Overend and Gurney Co. v. *Gibb.* Facts which may show imprudence in the exercise of powers undoubtedly conferred upon directors will not subject them to personal responsibility; the imprudence must be so great and manifest as to amount to *crassa negligentia.* (42 L. J. Ch. 67; L. R. 5 H. L. 480.)

1864. [83]
Parsons v. *Surgey*. A railway shareholder summoned a meeting of shareholders, to which he invited others, including reporters, to attend—At this meeting he made defamatory comments on the plaintiff, a director—Held, that though a discussion of the matter at a meeting of shareholders would have been excused, there was no excuse for publication to non-shareholders. (4 F. & F. 247.)

1891. [84]
Pittard v. *Oliver*. Defamatory words in a speech at a meeting of Guardians—Malice implies intention : Carelessness the absence of intention—Judgment for defendant—The presence of reporters does not destroy the privilege of an occasion. (60 L. J. Q. B. 219 ; L. R. [1891] 1 Q. B. 474 ; 55 J. P. 100.)

1871. [85]
Robinson & Preston's Brewery Co., In re, Sidney's Case. S. agreed in 1865 to become a director, and signed memorandum of association for two hundred shares. The articles empowered the directors to delay commencing business till two-thirds of the capital was subscribed. S. attended the first meeting, and having unsuccessfully opposed a resolution to commence without waiting for the two-thirds, stated that he should resign, and his resignation, made in writing, was accepted in writing. S. was not treated as a member of the company after his resignation; no shares were allotted to him, and his name was never placed on the list of shareholders. About five years afterwards company was wound up—Held, that neither by lapse of time, nor by the circumstances, was S. exonerated from liability to take the shares for which he had signed the memorandum. (L. R. 13 Eq. 228.)

1892. [86]
Royal Aquarium Society v. *Parkinson*. County Council meeting for licensing—Privileged occasion—In an Action for slander, where the occasion is privileged, the defence of privilege may be rebutted by showing that from some indirect motive, such as anger or gross and unreasoning prejudice with regard to a particular subject-matter, the defendant stated what he did not know to be true, reckless whether it was true or false. (61 L. J. Q. B. 409 ; L. R. [1892] 1 Q. B. 431 ; 66 L. T. 513 ; 56 J. P. 404.)

1877. [87]
Waghorn v. *Wimbledon L. B.* Resolution of board that its surveyor should procure tenders for works—Plaintiff employed by surveyor as a "quantity surveyor"—Tenders not accepted by board—

Held, that the plaintiff had by implication been employed by the authority of the board, and that he was entitled to be paid his proper fees. (*Times*, June 4, 1877.)

MAJORITIES AND MINORITIES.

1883. [88]
Dartmouth Corporation v. *Dartmouth Harbour Commissioners.* Local Act—A majority of "two-thirds" of a council held to mean "two-thirds" of those present at a meeting duly convened—A majority of "two-thirds" of the whole number of members held not to be required without express words to that effect. (*Times*, March 21, 1883.)

1852. [89]
Great Western Railway Co. v. *Rushout.* In meetings where the majority are to bind the minority, it is essential to the validity of all their acts that the minority should have an opportunity of stating their views—If, therefore, the minority are intentionally excluded from a meeting, the decision of the meeting will not bind the minority, and such exclusion will be restrained by injunction. (5 De Gex & S. 290; 19 L. T. (O. S.) 281.)

1874. [90]
Menier v. *Hooper's Telegraph Co.* When the majority of a company proposes to benefit itself at the expense of the minority, the Court may interfere to protect the minority. (43 L. J. Ch. 330; L. R. 9 Ch. App. 350; 30 L. T. 209.)

MEETINGS.

1875. [91]
Ashbury Co. v. *Riche.* A company created a corporation under the Companies Act, 1862, is not thereby created a corporation with inherent common law rights—A contract *ultra vires*, having regard to the memorandum of association of a company, does not become binding on the company merely because expressly assented to at a general meeting of the shareholders. (44 L. J. Ex. 185; L. R. 7 H. L. 653.)

1906. [92]
Automatic Self-Cleansing Filter Co. v. *Cuninghame.* Company—Directors are in the position of managing partners, and their mandate, under which they act, is the mandate of the whole body of shareholders, not of the majority only—If that mandate is to be altered it can only be done by the machinery provided by the articles of association, and it is not competent for a simple majority of the shareholders, by resolution at an ordinary meet-

ing, to alter the mandate and override the discretion of the directors. (75 L. J. Ch. 437; L. R. [1906] 2 Ch. 34.)

1878. [93]
Brick and Stone Co., In re. Companies Act, 1862, s. 52—Deadlock—No directors—Power to call meetings—Held, that subscribers to the memorandum of association had constituted themselves *de facto* directors, and could call a meeting; but that, anyhow, sect. 52 was available. (W. N. 1878, p. 140.)

1875. [94]
Cannon v. *Trask.* Although the Court will not interfere with the powers and duties of directors in their management of the internal affairs of a company, directors will be restrained from fixing a particular date for the annual meeting, for the purpose of preventing shareholders from exercising their voting powers. (44 L. J. Ch. 772; L. R. 20 Eq. 669.)

1902. [95]
Caratel (New) Mines, In re. Companies Act, 1862, s. 51—The declaration of the chairman of a meeting is not conclusive where the declaration shows on the face of it that the requisite statutory majority has not voted in favour of the resolution—*Hadleigh Castle Gold Mines, In re,* L. R. [1900] 2 Ch. 419; and *Arnot* v. *United African Lands,* L. R. [1901] 1 Ch. 518, distinguished. (71 L. J. Ch. 883; L. R. [1902] 2 Ch. 498.)

1902. [96]
Central Bahia Railway Co., In re. For the purposes of a meeting of any particular class of persons proxies can only be given to and held by members of that class. (18 Times L. R. 503.)

1834. [97]
Charlesworth v. *Rudgard.* Local Act—Action for a penalty against a commissioner alleged to be interested—Held, that proof of the defendant speaking at a meeting in favour of a footpath opposite his own house was evidence for a jury of *acting* as a commissioner, although interested, and disqualified accordingly. (4 L. J. Ex. 89; 1 C. M. & R. 498; 4 Tyr. 824.)

1847. [98]
Cutbill v. *Kingdom.* *Per* Alderson, B.:—A meeting may be both general and special; general for the purpose of doing general business, and special for a particular purpose; then it becomes a special general meeting—*Per* Pollock, C. B.:—By a special meeting is meant a meeting for those matters of which the parties have had special notice. (17 L. J. Ex. 177, at p. 182; 1 Ex. 494, at p. 504.)

1857. [99]
Davison v. *Duncan*. Meeting of town commissioners—The publication of matter defamatory of an individual is not privileged because the libel is contained in a fair report in a newspaper of what passed at such meeting. (26 L. J. Q. B. 104; 7 E. & B. 229; 28 L. T. (O. S.) 265.)

1799. [100]
Mawley v. *Barbet*. The acts of one vestry are not absolutely binding on another; they may be confirmed or rescinded; but confirmation is not necessary to make the acts of a preceding vestry valid —The acts of a vestry may be valid though the vicar was not present; he is not an integral part of the vestry. (2 Esp. 687.)

1900. [101]
North-West Argentine Railway, In re. Where a meeting of shareholders had decided by a majority to divide certain assets according to a method of distribution different from what a certain class of shareholders were entitled to claim, the Court refused to draw an inference that the shareholders, absent or not represented at the meeting had assented to such altered mode of distribution. (70 L. J. Ch. 9; L. R. [1900] 2 Ch. 882.)

1862. [102]
Popham v. *Pickburn*. Action for libel—A newspaper, in giving an account of a vestry meeting at which there is read a medical officer's report containing libellous matters, is not justified in reprinting such report. (31 L. J. Ex. 133; 7 H. & N. 891; 5 L. T. 846; 26 J. P. 646.)

1903. [103]
Punt v. *Symons & Co.* Companies Act, 1862, s. 50—Shares had been issued by directors, not for the general benefit of the company, but for the purpose of controlling the holders of the greater number of shares by obtaining a majority of voting power—Held, that they ought to be restrained from holding the meeting at which the votes of the new shareholders were to have been used. (72 L. J. Ch. 768; L. R. [1903] 2 Ch. 506.)

1877. [104]
Purcell v. *Sowler*. Action by medical officer of a union against a newspaper for libel, the libel being a report of a meeting of guardians where libellous words were spoken---Action held maintainable—Though the administration of the poor laws is a matter of public interest, a newspaper report of proceedings at a meeting of guardians where *ex parte* charges are made against a medical officer, which are not afterwards proved, is not privileged. (46 L. J. C. P. 308; L. R. 2 C. P. D. 215; 36 L. T. 416; 41 J. P. 789.) [See now the Act 44 & 45 Vict. c. 60.]

1820. [105]
Rex v. *Parkyns.* A meeting convened for special business must not proceed with any other business till the special business is disposed of, unless by the general consent of the whole body, or at least of the presiding officer. (3 B. & Ald. 668, at p. 677.)

1893. [106]
Richardson v. *Methley School Board.* Member absent for nearly six months, but present at a meeting which was within the time limit—He did not, however, sit with the members, but in the part allotted to the public—The board held he was not "present" at this final meeting, and had forfeited his seat, and they ordered a new election as for a vacancy—Injunction granted to restrain the holding of a new election—*Quære*, was there a remedy by *quo warranto?—Aslatt* v. *Southampton*, 50 L. J. Ch. 31, followed. (62 L. J. Ch. 943; L. R. 3 Ch. 510; 69 L. T. 308.)

1906. [107]
Smith v. *Paringa.* Company—General meeting—In the absence of express powers in the articles of association directors have no power to postpone a general meeting of shareholders which has been properly convened—The fact that the directors have power to fix the time and place of the meeting, and to adjourn the meeting, does not give them the power—A director may be appointed in an informal manner provided the requirements of the Articles are complied with—A director need not, therefore, be appointed at the offices of the company. (75 L. J. Ch. 702; L. R. [1906] 2 Ch. 193.)

1901. [108]
State of Wyoming Syndicate, In re. Companies Act, 1862, ss. 51, 129, 145; Companies Act, 1900, s. 13—Meeting to pass resolution for voluntary winding-up—Requisition by shareholders—Meeting not called by directors, as demanded—Meeting called by secretary—Held, that he had no authority to call the meeting, and that the decision of the meeting for a voluntary winding-up was invalid, and that the usual compulsory winding-up must take place. (70 L. J. Ch. 727; L. R. [1901] 2 Ch. 431.)

1850. [109]
Wills v. *Murray.* Meeting of the directors of an insurance company—Meeting, whether ordinary, adjourned, or extraordinary?—It is unnecessary to send to every member a distinct notice for an adjourned meeting—An "extraordinary" meeting requires a special notice. (19 L. J. Ex. 209; 4 Ex. 843.)

MINUTES.

1871. [110]
A.-G. v. *Whitwood L. B.* A local board minute-book ordered to be produced for the inspection of the agent of a plaintiff. (40 L. J. Ch. 592; 19 W. R. 1107.)

1877. [111]
Hughes v. *Trew.* Markets and Fairs Clauses Act, 1847, s. 19—Local Act—Slaughter-houses—Consent of local authority to be signified "by writing under the hand of the mayor or clerk"—Copy of minute sent appended to a letter by the clerk held to convey a valid consent. (36 L. T. 585; 41 J. P. 453.)

1852. [112]
Inglis v. *Great Northern Railway Co.* Meeting held on one day adjourned to another—Minutes only of second day's proceedings signed—Held, that the two days might be treated as one, and the minutes admitted as evidence of what happened on the first day. (1 Macq. H. L. C. 112; 16 Jur. 895.)

1894. [113]
Lands Allotment Co., In re. Investment by directors which was *ultra vires*—B. and T. present at a meeting at which the minutes of the meeting recording the investment were confirmed—Held, that their presence at the later meeting was not sufficient of itself to make them liable for the improper investment; but that B. became liable because of a speech he made justifying the investment. (63 L. J. Ch. 291; L. R. [1894] 1 Ch. 616.)

1865. [114]
Llanharry Hæmatite Iron Co., In re, Tothill, Ex parte. Resolution passed at a meeting of directors reciting a list of shareholders, in which T., a director, was named for fifty shares. T. was not present, and denied all knowledge of the resolution; but he was present at the next meeting—Held, in the absence of proof that the minutes of the previous meeting were duly read and confirmed at the subsequent meeting (which it appeared was not always done), that T. was not bound by the insertion of his name for fifty shares, he having only signed the memorandum for twenty-five shares, though he afterwards had applied for fifty shares. (35 L. J. Ch. 120; L. R. 1 Ch. App. 85; 13 L. T. 485.)

1842. [115]
Miles v. *Bough.* Local Act—Minutes of meeting signed by the chairman at a subsequent time held admissible in evidence. (12 L. J. Q. B. 74; 3 Q. B. 845; 3 Rail. Cas. 668; 3 G. & D. 119.)

1838. [116]
Reg. v. *Evesham, Mayor.* Municipal Corporations Act, 1835, s. 69—Minutes of a council meeting should be entered and signed by the

chairman at the meeting and not afterwards—*Per* Coleridge, J. : —"If we once allow that a party may take away the minutes, and send back afterwards what appears to be a true account of the proceedings, we can never be sure that there will be a statement of that which really occurred." (8 A. & E. 266.)

1853. [117]
Reg. v. *York, Mayor.* In the case of meetings of public bodies, "confirm" is commonly used in the sense of to "verify"—*Per* Lord Campbell, C. J.:—To "confirm" the minutes of a meeting means not to give them force, but merely to declare them accurate. (1 E. & B. 588, at p. 594.)

1840. [118]
Southampton Dock Co. v. *Richards.* Statutory enactment that minutes of meetings were to be kept, and were to be signed by the chairman at each respective meeting—Held, that minutes signed at the next meeting by the same person as chairman were duly signed—The object of the enactment was to secure that the record of the proceedings shall be verified by the attestation of the person who had presided at the meeting to which the record related. (1 M. & G. 448 ; 1 Scott, N. R. 219 ; 2 Rail. Cas. 215.)

1843. [119]
West London Railway Co. v. *Bernard.* Statutory enactment that minutes were to be signed by the chairman of the meeting to which they related—Minutes of one meeting signed at the next, the chairman in both cases being the same—The words "confirmed 24th Aug., 1836. W. G.," held a good signature of the proceedings of Aug. 18th. (13 L. J. Q. B. 68 ; 3 Q. B. 873.)

NOTICES OF MEETINGS.

1905. [120]
Boschock Proprietary Co. v. *Fuke.* Sufficiency of notice of meeting—Where a general meeting is called by the only acting directors of a company, acting as a board and pursuant to a resolution of the board, and notice thereof is duly sent to the shareholders, and one of the objects of the meeting is to confirm past proceedings, the fact that one or more of the directors have been irregularly appointed will not invalidate a resolution passed at the shareholders' meeting—Where the amount of the directors' remuneration is fixed by the articles of association, and the directors have voted themselves a sum in excess of that amount, a general meeting cannot ratify the irregularity without first altering the articles—*Browne* v. *La Trinidad*, 57 L. J. Ch. 292, and *British Asbestos* v. *Boyd*, 73 L. J. Ch. followed ; *Wyoming Syndicate*, 70

L. J. Ch. 727, explained. (75 L. J. Ch. 261; L. R. [1906] 1 Ch. 148.)

1866. [121]
Bridport Old Brewery Co., In re, Collis, Ex parte. Companies Act, 1862, s. 129—A notice of an extraordinary meeting "for the purpose of considering, and, if so determined on, of passing a resolution to wind up a company voluntarily," is not sufficient to show an intention of proposing an extraordinary resolution under the third alternative in the section, in place of a special resolution (requiring subsequent confirmation) under the second alternative—The notice ought to show an intention to propose a final resolution. (L. R. 2 Ch. App. 191; 15 W. R. 291; 15 L. T. 643.)

1843. [122]
Butt v. *Fellowes.* *Per* Sir H. J. Fust, Dean of Arches:—"I know of no law which makes it essential that a vestry meeting should be called by a churchwarden"—*Semble*, that the notice may be given by a private parishioner. (3 Curt. 680.)

1824. [123]
Dawe v. *Williams.* *Per* Nicholl, Dean of Arches:—"Vestries, for Church matters, regularly are to be called 'by the churchwardens with the consent of the minister.' The late Act of Parliament (58 Geo. 3, c. 69) neither altered the general authority under which, nor the persons by whom, vestries are to be called; it only added some further formalities in the mode of calling." (2 Addams, Eccl. R. 130, at p. 139.)

1879. [124]
Dean, Ex parte. Bankruptcy Rules, 1870—Four persons not having received notice, a meeting held not duly convened, although the due posting of the notices was proved. (41 L. T. 602.)

1831. [125]
Dobson v. *Fussy.* Vestries Act, 1818, s. 1—A meeting of a public body is not a legal meeting unless a notice to attend is served on all the members. (9 L. J. (O. S.) C. P. 72; 7 Bing. 305.)

1843. [126]
Foss v. *Harbottle.* Incorporated company—Complicated facts—Held, that the possibility of convening a general meeting of the proprietors was not excluded by the allegations made—Some forms prescribed for the government of a corporation may be imperative and others only directory. (2 Hare, 461, at p. 495.)

1883. [127]
Hutton v. *West Cork Railway Co.* *Per* Fry, J.:—Remuneration for past services of directors cannot be voted at an ordinary general

meeting unless special notice be given of the intention to propose such a resolution. (52 L. J. Ch. 689; L. R. 23 Ch. D. 654.)

1883. [128]
Isle of Wight Railway Co. v. *Tahourdin.* Notice of meeting—Formalities to be observed in specifying objects of an intended meeting. (53 L. J. M. C. 353; L. R. 25 Ch. D. 320; 50 L. T. 132.)

1898. [129]
Kaye v. *Croydon Tramways Co.* Sale of undertaking—Compensation to directors—Notice of extraordinary meeting—Sufficiency of notice—Held, that as the notice did not fairly disclose the intention to grant a substantial compensation to the directors giving up office, it was insufficient—The meeting was called for two important purposes, and the second of them was intentionally concealed from the shareholders. (67 L. J. Ch. 222; L. R. [1898] 1 Ch. 358.)

1891. [130]
Lane v. *Norman.* Meeting of school managers improperly constituted—A person not a manager, but who was in the habit of attending, attended and voted for a resolution; a person entitled to attend was not summoned—Held, that for both these reasons the resolution passed (to dismiss a master) was invalid—But it would not have been so merely because there were some vacancies. (61 L. J. Ch. 149; 66 L. T. 83.)

1868. [131]
London and Mediterranean Bank, In re, Wright, Ex parte. Companies Act, 1862—Shareholders are entitled to proper notice of business to be transacted at meetings to which they are summoned; but it is not necessary that the terms of notices should follow precisely the terms of the Act—Notices are not to be construed with excessive strictness provided they give sufficient warning. (37 L. J. Ch. 529; L. R. 12 Eq. 331, n., at p. 345.)

1875. [132]
Mayer v. *Burslem L. B.* Public Health Act, 1848, s. 87—District divided for rating purposes—Subsequent by-law that resolutions of the Board should not be altered, except (1), after one month's notice, and (2), unless as many members were present when the resolution was altered as when it was originally passed—Rating arrangements altered without the month's notice—Rate held therefore bad. (39 J. P. 437.) [*Semble*, that condition No. 2 is now invalid in consequence of Rule 7 of Sched. I. of the Public Health Act, 1875.]

1905. [133]

North of England Steamship Co., In re. Notice convening a meeting stated that if a decision was come to at the meeting which needed a second meeting, the second meeting would be held at a later but specified date—Held, that such a notice was good for the two meetings, and that a decision arrived at at the second meeting so summoned was valid—*Alexander* v. *Simpson*, 59 L. J. Ch. 137, explained and distinguished. (74 L. J. Ch. 404; L. R. [1905] 2 Ch. 15.)

1847. [134]

Ormerod v. *Chadwick.* A notice of a poor rate or vestry meeting is sufficiently published if affixed before divine service on the principal or most usual door of all churches and chapels of the Established Church within the parish—It is not necessary to publish it on *all* the doors, nor on the door of a disused church or chapel, nor on the door of a building not a church or chapel although divine service may be performed thereat. (16 L. J. M. C. 143; 16 M. & W. 367; 2 New Sess. Cas. 697; 8 L. T. (O. S.) 343.)

1860. [135]

Rand v. *Green.* Notice of vestry to make a church rate—Notice stated to invite "principal inhabitants" held good. (30 L. J. C. P. 80; 9 C. B. (N. S.) 470.)

1869. [136]

Reg. v. *Barrow.* Vestries Act, 1818, s. 1—This section, which enacts that no vestry meeting shall be held without three days' public notice given as therein mentioned, does not apply to meetings in parishes created under the Church Building Acts for ecclesiastical purposes only, and not separately maintaining their own poor—In such cases reasonable notice alone is necessary. (L. R. 4 Q. B. 577; 20 L. T. 760.)

1879. [137]

Reg. v. *Tottenham, Vicar.* Application for a *mandamus* to a vicar and churchwardens to place a notice on an agenda-paper that a proposed vestry meeting would be invited to fix the hour for future meetings—Application refused—A vestry is a fluctuating body, and for one set of ratepayers to attempt to bind another would cause great confusion—The officers who are entitled by law to call vestry meetings are entitled to fix the time. (49 L. J. Q. B. 870; *L. R. 4 Q. B. D. 367; 45 J. P. 140; [*Reg.* v. *Wilson*] 43 L. T. 560.)

1825. [138]

Rex v. *Hill.* Municipal Corporation—Meeting summoned by the ringing of a bell—Held, that such was not sufficient notice of the meeting. (4 B. & C. 426.)

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* In the Court below.

1836. [139]
Rex v. *Laughorne*. A public body entrusted with the performance of a public duty cannot hold a valid extraordinary meeting except all the members be summoned who can be summoned, unless the unsummoned members are actually present at the meeting—The proceedings at a meeting at which any individual is not present who might have been summoned and was not, are void, though the omission be accidental, or though the individual has given a general notice that he wishes not to be summoned. (6 N. & M. 203; 4 A. & E. 538.)

1735. [140]
Rex v. *Shrewsbury, Mayor*. The omission to summon one member to a corporate meeting avoids the acts of that meeting. (Cas. temp. Hard. 147.)

1847. [141]
Roberts v. *Price*. Certain powers of management vested in a committee—At a meeting the committee, by a majority of votes, dismissed their treasurer and appointed a new one—One committee-man was absent, not having been summoned because he had ceased for a long period to attend, and had intimated his intention not to attend again—Dismissal and consequent new election held void—It did not make the meeting the less illegal because the dismissed officer, knowing of the absence of one elector, demanded a poll of those present. (16 L. J. C. P. 169; 4 C. B. 231.)

1852. [142]
Smith v. *Deighton*. 58 Geo. 3, c. 69, s. 1—A notice summoning the parishioners to a vestry meeting should clearly apprise them of the special purpose for which the meeting is called—Church rate held bad for want of a sufficiently explicit notice. (8 Moore, P. C. 179.)

1849. [143]
Smyth v. *Darley*. Where certain acts of a corporation are to be performed at a special meeting, all the persons entitled to be present must be summoned if within summoning distance—The omission to summon anyone so entitled renders invalid the proceedings at such meeting in his absence—On the party who supports the validity of such proceedings in the absence of a person who ought to have been summoned rests the onus of showing a sufficient cause why such person was not summoned—With one person absent who ought to have been summoned, even a unanimous decision of those present would be void. (2 H. L. C. 789.)

1851. [144]
Swansea Dock Co. v. *Levien.* Companies Clauses Consolidation Act, 1845, ss. 71, 138—Meeting to be advertised in a newspaper circulating in the district—Meeting advertised only in a London newspaper—Held, that in absence of proof that the paper in question reached the district, the meeting was invalid. (20 L. J. Ex. 447; 17 L. T. (O. S.) 256.)

1901. [145]
Teede and Bishop, In re. Companies Act, 1862, s. 51—Misleading notice—Held, that there had been no valid resolution passed at the meeting. (70 L. J. Ch. 409; W. N. 1901, 52.)

1899. [146]
Tiessen v. *Henderson.* Company—Shareholder's rights—Director's interest—The notice of an extraordinary meeting must disclose all the facts necessary to enable the shareholder receiving it to determine whether or not in his own interest he ought to attend the meeting—The pecuniary interest of a director in the matter of a special resolution to be proposed at the meeting is a material fact for this purpose—*Kaye* v. *Croydon*, 67 L. J. Ch. 222, followed. (68 L. J. Ch. 353; L. R. [1899] 1 Ch. 861.)

1870. [147]
Union Hill Silver Co., In re. Companies Act, 1862, s. 52—Notices of a meeting to wind up a company need only be served on shareholders who can be reached by the ordinary (inland) English post—Shareholders resident abroad out of the jurisdiction need not be served. (22 L. T. 400.)

1852. [148]
Vale of Neath Brewery Co., In re, Lawes, Ex parte. Where a special meeting is requisite to do an act which is beyond the competence of an ordinary meeting, the Court will require proof that a full and clear intimation was given that the special meeting would be called upon to consider such matter—In the absence of the adequate notice to the parties entitled to attend, the decision of those present will be deemed invalid. (21 L. J. Ch. 688; 1 De G. M. & G. 421.)

1896. [149]
Young v. *South African Syndicate.* Companies Act, 1862, s. 51—The declaration of the chairman at a special meeting of shareholders that the special resolution has been carried is not "conclusive evidence" of the fact so as to preclude a shareholder from disputing the validity of the resolution by legal proceedings, on the ground, for instance, that it has not been carried by the

statutory majority—Although a notice sufficiently complies with Table A., Art. 35, if it states the "general nature" of the intended business, it is nevertheless desirable, where the business is of great importance, to supplement the notice with an explanatory circular. (65 L. J. Ch. 638; L. R. [1896] 2 Ch. 268.)

POLL.

1789. [150]
Anthony v. *Seyer*. When a poll is demanded the election commences with it, as being the regular mode of popular elections, the show of hands being only a rude and imperfect declaration of the sentiments of the electors—When a poll is demanded it is an abandonment of what was done before, and everything anterior is not of the substance of the election, nor to be so received. (1 Hagg. Consist. 9.)

1901. [151]
Arnot v. *United African Lands*. Companies Act, 1862, s. 51—The declaration by the chairman of a meeting that a special resolution had been carried on a show of hands (no poll demanded) is, at any rate in the absence of fraud, absolutely, and not merely *primâ facie*, conclusive of the fact that the resolution had been carried—*Hadleigh Castle Gold Mines, In re* (69 L. J. Ch. 631), approved; *Horbury Bridge Co., In re* (48 L. J. Ch. 341), explained. (70 L. J. Ch. 306; L. R. [1901] 1 Ch. 518.)

1837. [152]
Baker v. *Wood*. A private building is not necessarily an improper place whereat to take a public poll, if in itself suitable, and provided no ratepayer is prevented from voting, by reason of the building being private property—A meeting may be adjourned to a more convenient building—Consideration of the circumstances as to how far knowledge of the greatest possible number of voters capable of polling, and of the number likely to poll, should guide a chairman in fixing the limits of time for taking the votes, in the absence of any custom to conclude at a certain time. (1 Curt. 507.)

1889. [153]
British Flax Producers' Co., In re. Taking a poll at a meeting then and there on demand held a violation of the articles of association and illegal—*Chillington Iron Co., In re*, 54 L. J. Ch. 624, distinguished. (60 L. T. 215.)

1836. [154]
Campbell v. *Maund*. The right to demand a poll is by common law an incident to the popular election of a person to an office, and

the electors cannot be deprived of it without a special custom inconsistent with such right or expressly excluding it by negative terms, namely, that no such right exists in the particular parish —A poll need not be demanded till after the show of hands. (6 L. J. M. C. 145; 5 A. & E. 865; 1 N. & P. 558; 2 H. & W. 457.)

1885. [155]
Chillington Iron Co., In re. Companies Act, 1862, Table A., Art. 43 —Poll demanded and decided by chairman to be taken then and there—Poll held valid. (54 L. J. Ch. 624; L. R. 27 Ch. D. 159; 52 L. T. 504.)

1846. [156]
Cornwall v. *Woods.* Meeting to make a church rate—Numbers on show of hands erroneously declared—A majority against a rate declared by the chairman to be a majority in favour of the rate—Held, that as no poll had been demanded, the rate must stand good, notwithstanding there was strong evidence to show that the chairman's decision was contrary to the fact—A party which does not demand a poll is bound by the decision of the chairman. (4 N. of Cases, Eccl. & Mar. 555.)

1857. [157]
Egham Burial Board, In re. Disposition of parish property—A vote of a vestry taken on a material misstatement of fact is a nullity, and must be taken over again—The proper way of taking the vote at a vestry is by a poll, the meeting being adjourned for that purpose, if necessary. (29 L. T. (O. S.) 343; 3 Jur. (N. S.) 956.)

1873. [158]
Gribbin v. *Kirker.* Irish Municipal Corporations Act, 1841; Ballot Act, 1872—Poll—Booth door closed at the proper hour, but the votes of certain persons then present who had arrived before the closing hour accepted and entered in the poll book—Election held void—No votes must be recorded after the hour named in the statute. (Ir. R. 7 C. L. 30.)

1841. [159]
Growsmith, Ex parte. Election of surveyor—Two candidates—Show of hands—Poll demanded but refused—Refusal of justices to put in force sect. 11 of the Highway Act, 1835, which permits justices in certain cases to appoint a surveyor, they being of opinion that as a poll had been refused by the chairman of the vestry, the candidate who had a majority on the show of hands was not duly elected—Rule *nisi* for a *mandamus* to inhabitants to meet in vestry for a poll. (10 L. J. Q. B. 359; 5 Jur. 551.)

1879. [160]
Horbury Bridge Coal Co., In re. Appointment of officer by show of hands—Two persons on one side, three on the other—Held by the chairman that as the two persons in the minority would, if there had been a poll, have been entitled to more votes than the three in the majority, therefore the decision of the minority must prevail—Held, however, by the Court, that, as no poll had been demanded, the principles of a plural voting system ought not to have been acted upon, but the decision of the majority on the show of hands taken as final—The common law of all meetings is that votes are to be taken by show of hands, unless articles of association, &c. expressly vary this. (48 L. J. Ch. 341; L. R. 11 Ch. D. 109; 40 L. T. 353.)

1882. [161]
Reg. v. *All Saints', Newcastle, Vicar.* Poll for election of overseer—Great confusion and overcrowding, yet no corruption or conspiracy to prevent a fair election proved—*Mandamus* to convene vestry for a new election refused. (*Times*, April 5, 1882.)

1872. [162]
Reg. v. *Cooper.* *Quo warranto*—Parochial election—Poll demanded but not taken because of alleged retirement of candidate who obtained a majority of votes on the show of hands—Held, that as there was no poll granted a certificate that such candidate had been elected was invalid. (39 L. J. Q. B. 273; L. R. 5 Q. B. 457.)

1877. [163]
Reg. v. *Etty.* Election of churchwarden—Refusal by inadvertence to grant a poll—Rule *nisi* served and obeyed—Rule *absolute* applied for and granted—As the defendant vicar was shown to have obeyed the rule *nisi* as quickly as possible, by convening a new meeting and granting a poll, the Court refused the prosecutor all costs. (42 J. P. 36.)

1881. [164]
Reg. v. *Fletcher.* Vestry meeting—Election of Overseer—Poll—Scrutiny carried out at an improper time and in an improper way—*Mandamus* granted ordering the defendant (the vicar of the parish) to call another vestry and proceed to a new election—Defendant to pay the costs as his conduct had not been careful or reasonable. (*Times*, March 21 and June 17, 1881.)

1861. [165]
Reg. v. *Goole, Incumbent.* Vestry meeting to elect churchwardens—Two candidates proposed as people's warden—The chairman refusing to take a show of hands, proceeded to write down the names of voters present, and the number of votes to which each

was entitled; casting up the figures thus obtained, he declared that A. had obtained a majority of votes and was therefore duly elected—Poll demanded, but refused—The Court refused to disturb the election, for owing to an omission in the affidavits it did not appear that any person had been prevented from voting, or that any practical injustice had been done. (4 L. T. 322.)

1861. [166]
Reg. v. *Graham.* Vestry meeting—Poll for election of churchwardens several times adjourned on account of disturbances—Finally the chairman declared that unless the disturbance ceased, he should close the poll in seven minutes; and he did so—Election held void—*Per* Cockburn, C. J.:—"The chairman had power to clear the room, or take any other means for preventing the disturbances; but he had no power to close the poll." (9 W. R. 738.)

1852. [167]
Reg. v. *Hammersmith, Vicar.* Vestry meeting—Motion—Amendment—Poll thereon—The Court refused to disturb the decision of the vestry in order to permit of new amendments being moved—A scrutiny by the presiding officer is not demandable as a matter of right. (19 L. T. (O. S.) 203.)

1877. [168]
Reg. v. *Handborough Churchwardens.* Election of churchwardens in small rural parish—Poll kept open from 11.30 a.m. to 5 p.m.—Allegation that the result would have been different if the poll had been kept open later to allow labourers to vote—*Mandamus* for a new election refused, it not being shown that the rector's discretion as returning officer had been unreasonably exercised. (37 L. T. 400; 41 J. P. 807.)

1852. [169]
Reg. v. *Hillingdon, Vicar.* Highway Act, 1835, s. 6—Meeting to appoint surveyors—Show of hands—Agreement to abide by decision of a poll then and there taken, and in accordance with the Vestries Act, 1818—Held, that the meeting having unanimously agreed to a poll limited as above, no one was entitled to demand afterwards a general poll of the whole parish—Election held good. (18 Q. B. 718; 19 L. T. (O. S.) 184.)

1863. [170]
Reg. v. *How.* Highway Act, 1835, s. 18—Extent to which the common law right to demand a poll is affected by a statutory enactment seemingly of contrary import. (33 L. J. M. C. 53; 9 L. T. 385; 27 J. P. 773.)

1875. [171]
Reg. v. *Peterborough, Mayor.* Borough Funds Act, 1872—Application for *mandamus* for a poll refused, it appearing that the applicant,

though a ratepayer, was personally interested as solicitor for the bill, respecting which he desired a poll—On such an application it is essential to show who is the real applicant, and that he is *bonâ fide* interested in the application. (44 L. J. Q. B. 85; 23 W. R. 343.)

1883. [172]
Reg. v. *St. Asaph, Vicar.* A poll must be demanded, if at all, immediately after the chairman has announced the result of the show of hands—A demand later on held too late. (52 L. J. Q. B. D. 671; 47 J. P. 792; [*Reg.* v. *Thomas*] L. R. 11 Q. B. D. 282.)

1840. [173]
Reg. v. *St. Mary, Lambeth, Rector, &c.* Vestries Act, 1818—Poll—Functions of chairman—When a poll is demanded the president of the meeting is the person to grant it—It devolves on him both to preserve order in the meeting and to regulate the proceedings so as to give all persons entitled a reasonable opportunity of voting—The chairman may adjourn a meeting even against the wish of the majority; at his own risk, however, if such adjournment improperly disturbs the proceedings. (9 L. J. M. C. 113, and see p. 117; [*Reg.* v. *D'Oyly*] 12 A. & E. 139; 4 P. & D. 52.)

1831. [174]
Reg. v. *St. Pancras, Vestryman. Per* Lord Denman, C. J.:—"The common law right is generally understood to be that any voter, however satisfied with the correctness of the declaration on the show of hands, yet may appeal from it to the whole body of electors, and keep a poll open till all have had the opportunity of attending to record their suffrages." (11 A. & E. 15; 4 P. & D. 66, n.)

1883. [175]
Reg. v. *Wimborne Minster.* Poll for the election of churchwardens—*Per* Williams, J.:—"Any ratepayers have a right to be present so long as they do not obstruct the proceedings." (*Times*, June 26, 1883.)

1837. [176]
Rex v. *Birmingham, Rector.* Vestry meeting—Election of churchwardens—Show of hands demanded and refused by the rector, who proceeded to take a poll, which was objected to—Held, that these were not grounds for avoiding the election—But *mandamus* granted for other reasons, the Court thinking that there was evidence of improper partiality in closing the poll without due notice. (7 A. & E. 254; 1 Jur. 754.)

1834. [177]
Rex v. *Chester, Archdeacon.* Vestry meeting—Notice that if a poll were demanded the meeting would be adjourned to the town hall—The chairman held entitled so to adjourn the meeting on a poll being demanded, without obtaining the consent of the meeting, and although several persons objected—Those who summon a meeting may lay down the proper order of holding it—But the right of adjourning the *business in progress* at a meeting is vested in the persons assembled, and not in the chairman. (3 L. J. M. C. 95; 1 A. & E. 342; 3 N. & M. 413.)

1903. [178]
Rex v. *Dover, Mayor.* Public Health Act, 1875, Sched. III.—Resolution declared carried at a meeting—Poll demanded by A.—Demand seconded by B. "if necessary"—B. told by town clerk that it was unnecessary to second the demand, because it had been acceded to—Subsequently demand withdrawn by A. and mayor refused to treat B.'s action as a demand—On application by B. for *mandamus* to mayor to hold a poll, held, that B.'s action was in substance a demand, and that a poll must take place. (72 L. J. K. B. 210; L. R. [1903] 1 Q. B. 668; 19 Times L. R. 255.)

1858. [179]
Tear v. *Freebody.* Metropolis Local Management Act, 1855 (18 & 19 Vict. c. 120), s. 202; By-laws thereunder—Equality of votes on show of hands—Division demanded and result different—After quoting with approval *Anthony* v. *Seger*, Willes, J., said:—"A demand of a poll or division does away with the previous show of hands." (4 C. B. (N. S.) 228, at p. 263; [*Scar* v. *&c.*] 31 L. T. (O. S.) 131.)

1671. [180]
Turner v. *Sterling.* Election of bridge-master—Wrongful refusal to grant a poll at the instance of the candidate defeated on the show of hands—Where an officer does anything against his place and office, and a damage thereby accrues to the party, an action lies. (2 Vent. 25, at p. 26; 1 Viner, 572, s. 33.)

1862. [181]
White v. *Steele.* The only legitimate way in which a parish can express its desire to do an act is by convening a vestry, and duly conducting the proceedings therein to their legal termination; viz.: by show of hands, or by a poll, if demanded. (31 L. J. C. P. 265; 12 C. B. (N. S.) 383; 6 L. T. 686.)

PROXY.

1893. [182]
Bidwell Bros., In re. At a meeting of shareholders of a company, the articles of which allow voting by proxy, although no poll is demanded, the chairman, in ascertaining the number of votes given, must count the vote of each person who has appointed a proxy as one vote, and not according to the number of shares held by the giver of the proxy—Overruled in *Ernest* v. *Loma*, 66 L. J. Ch. 17. (62 L. J. Ch. 549 ; L. R. [1893] 1 Ch. 603.)

1905. [183]
Bombay-Burmah Trading Corporation v. *Shroff.* By one of the articles of association of a company it was prescribed that "no person shall be appointed or . . . . have authority to act as a proxy who is not a shareholder of the company"—Held, that it is no objection to a proxy duly lodged that a person not qualified is named therein, provided that the qualification has been gained and exists when the proxy is lodged, and continues when it is used. (74 L. J. P. C. 41 ; L. R. P. C. [1905] A. C. 213.)

1896. [184]
Ernest v. *Loma Gold Mines.* Companies Act, 1862, s. 51—At a meeting of shareholders of a company whose articles allow voting by proxy the chairman, in ascertaining the number of votes given on a show of hands, must count the vote of each person who holds proxies as a single vote, and not count a vote for each of the members whose proxies he holds—Several proxies returned duly stamped and signed, but undated—Dates affixed in secretary's office—Proxies held valid—*Bidwell Brothers*, 62 L. J. Ch. 549, overruled. (66 L. J. Ch. 17 ; L. R. [1897] 1 Ch. 1.)

1883. [185]
Harben v. *Phillips.* Company meeting—Election of directors—Extraordinary meeting summoned after requisition—Unattested proxies held inadmissible—Complicated facts. (L. R. 23 Ch. D. 14.)

1883. [186]
Howard v. *Hill.* Election of a hospital surgeon—Governors entitled to vote by proxy—Proxies obtained for one candidate, named E., as against another candidate, C., who withdrew before the election—Election postponed—At a later date, another election held, at which the candidates were E., as before, and a new one, T.—Held, that the proxies were intended to be used for E. against C., and that they could not be kept alive for any subsequent election—T., having had a majority of valid votes, was declared entitled to retain his appointment. (4 Times L. R. 20. The *Times* report appears to be incomplete, but no better reference has been found.)

1607. [187]
Le Case del Deane et Chap. de Fernes. Members of corporate or unincorporate bodies have no common law right to vote by proxy. (Davy's Reports, 47 b.)

1881. [188]
Madras Irrigation Co., In re. Joint Stock Companies Act, 1870, s. 2. It is well established that proxies for use at a meeting of a particular class of persons can only be given to and held by members of that class—Meeting of creditors—Shareholders who are creditors held entitled to attend such meeting. (W. N. 1881, pp. 120, 172.)

1905. [189]
McMillan v. *Le Roi Mining Co.* Company—Meeting—Voting—Articles of association provided that votes might be given either personally or by proxy, and that if a poll were demanded it should be taken in such a manner as the chairman of the meeting should direct—A poll being demanded, the chairman directed it to be taken by voting papers—Held, that having regard to the articles, taking the poll by voting papers was unauthorised and invalid. (75 L. J. Ch. 174; L. R. [1906] 1 Ch. 331.)

1906. [190]
Peel v. *London and North-Western Railway Co.* Directors of a company held entitled to explain to shareholders the policy they deemed best for the company, and to send out stamped proxies and stamped envelopes to the shareholders, charging the expenses on the company's funds. (76 L. J. Ch. 152; L. R. [1907] 1 Ch. 5.)

1907. [190A]
Sadgrove v. *Bryden.* Company—General meeting—Blanks in proxy subsequently filled in—So long as a proxy is properly stamped at the time of execution its operative parts, such as the name of the person to hold it, or the date of the meeting at which it is to be used, may be filled in afterwards by any person duly authorised by the giver of the proxy to do so. (76 L. J. Ch. 184; 96 L. T. 361.)

QUORUM.

1829. [191]
Blackett v. *Blizard.* 58 Geo. 3, c. 45; 59 Geo. 3, c. 134—To constitute a valid meeting of a select vestry under these Acts a majority of the whole number appointed should be present—It is a general rule that if a commission be issued without a quorum clause, a majority must meet. (8 L. J. (O. S.) K. B. 85; 9 B. & C. 851; 4 M. & R. 641.)

1871. [192]
Bonelli's Electric Telegraph Co., In re; Collie's Claim. Informal letter of agreement separately, and at different times, signed by four directors engaging to pay a commission on certain arrangements being successfully carried out by C. there being a provision in the articles of association that three directors should form the quorum necessary for the transaction of business—Repudiation of this agreement by the directors on behalf of their company—Held, that under the circumstances the agreement was not *ultra vires;* and that though informal according to the internal regulations of the company, it was binding upon the company in favour of a stranger dealing with them. (40 L. J. Ch. 567; L. R. 12 Eq. 246; 25 L. T. 526.)

1867. [193]
D'Arcy v. *Tamar, Kit-Hill, and Callington Railway Co.* Companies Clauses Consolidation Act, 1845—Directors exercising powers under this Act must act together and as a board—The prescribed quorum being three, a secretary affixed the company's seal to a bond on the written authority of two directors given at a private interview, and at another private interview, a third director gave a verbal promise to sign the same authority—The company being sued on the bond, held that the seal was affixed without lawful authority, and that the bond was void, though the debt in respect of which the bond purported to have been given remained good. (36 L. J. Ex. 37; L. R. 2 Ex. 158; 4 H. & C. 463; 14 L. T. 626.)

1849. [194]
Eynsham Ratepayers, In re. Lighting Act, 1833, s. 7—Where a statute requires a vote of a definite proportion of those present to render valid an Act, there must be the specified proportion of those present voting: those who, being present, refuse to take any part cannot in such a case as this be deemed absent. (18 L. J. Q. B. 210; 12 Q. B. 398 (n); 3 New Sess. Cas. 507.)

1903. [195]
Greymouth-Point Elizabeth Railway and Coal Co., In re. A quorum, numerically correct, present at a meeting, but some of the members disqualified from voting—Held, that no "quorum" was present, so as to render valid the business transacted—A director is not entitled to join in forming a quorum for the consideration of matters with regard to which he is not entitled to vote. (73 L. J. Ch. 92; L. R. [1904] 1 Ch. 32.)

1871. [196]
Phosphate of Lime Co., In re; Austin's Case. Call made at a meeting when there was no quorum—Proceedings confirmed at the next meeting when there was a quorum—Held, that the confirmation had the effect of rendering the call valid. (24 L. T. 932.)

1877. [197]
Sanitary Carbon Co., In re. Extraordinary meeting to wind up company—One person holding three proxies present, and no one with him—Held, that there had been no "meeting" within the Companies Act, 1862. (W. N. 1877, p. 223.)

1876. [198]
Sharp v. *Dawes.* Stannaries Act, 1869, s. 4—It requires more than one person to make a "meeting." (L. R. 2 Q. B. D. 26; 36 L. T. 188.)

1867. [199]
Tavistock Ironworks Co., In re, Lyster's Case. When the articles of association do not prescribe any quorum for meetings of directors, the number who usually act in conducting the business will be the quorum. (36 L. J. Ch. 616; L. R. 4 Eq. 233; 16 L. T. 824.

RETURNING OFFICER.

1820. [200]
Cullen v. *Morris.* Parliamentary election—A person qualified to vote, whose vote is maliciously rejected, may bring an action against the returning officer. (Corbet & Daniell, Elect. Cas. 168.) [See *Tozer* v. *Child.*]

1859. [201]
Reg. v. *Owens.* Municipal Corporations Act, 1835, ss. 25, &c.—A mayor, if a returning officer, cannot be a candidate. (28 L. J. Q. B. 316; 2 E. & E. 86; 33 L. T. (O. S.) 257.)

1857. [202]
Reg. v. *St. Pancras Inspectors of Votes.* Parochial election—A returning officer is not to return an unqualified candidate, even though he have a majority of votes. (7 E. & B. 954; [*Ross, Ex parte*], 26 L. J. Q. B. 312; 29 L. T. (O. S.) 197.)

1873. [203]
Reg. v. *Ward.* Public Health Act, 1848, s. 21—Local Board Election—When a chairman is a candidate, he ought to take no part in the conduct of an election even during the preliminary stages—But a *quo warranto* refused under the particular circumstances. (42 L. J. Q. B. 126; L. R. 8 Q. B. 210; 28 L. T. 118; 37 J. P. 453.)

1867. [204]
Reg. v. *White.* Municipal Corporations Act, 1835, s. 36—*Quo warranto*—Delegation by mayor of his duties as returning officer when he is a candidate, valid. (36 L. J. Q. B. 267; L. R. 2 Q. B. 557; 8 B. & S. 587; 16 L. T. 828.)

1736. [205]
Rex v. *Everet.* *Mandamus* may lie against a presiding officer for neglect, notwithstanding that he is liable under a statute to a penalty. (Cas. *temp.* Hard. 261.)

1677. [206]
Shaw v. *Colchester, Burgess of.* If a person takes papers from an officer who is taking a poll for the election of a new officer, an action will lie for disturbance. (2 Mod. Rep. 228.)

1857. [207]
Tozer v. *Child.* An action does not lie against a returning officer for rejecting a vote unless it be proved that the vote was maliciously rejected. (26 L. J. Q. B. 151; 7 E. & B. 377; 28 L. T. (O. S.) 309.)

SEAL.

1867. [208]
Barned's Banking Co., In re, Contract Corporation, Ex parte. Whoever as a matter of practice manages the affairs of a trading corporation must of necessity, in the absence of any rules in the company's constitution, be able to use the seal of the company for those acts which he is authorized to perform. (37 L. J. Ch. 81; L. R. 3 Ch. App. 105; 17 L. T. 269.)

1871. [209]
Power v. *Hoey.* To invalidate a deed under the seal of an incorporated company it must appear that it was prohibited by the Act or instrument incorporating the company, or is so foreign to, or inconsistent with, the purposes for which the company was incorporated that it is to be prohibited. (Irish.) (19 W. R. 916.)

SIGNATURE.

1867. [210]
Bennett v. *Brumfitt.* The use by a person of a fac-simile stamp of his signature in place of affixing his signature with a pen is in any case good. (37 L. J. C. P. 25; L. R. 3 C. P. 28; 17 L. T. 213.)

TIME, COMPUTATION OF, AS REGARDS MEETINGS.

1903. [211]
Bruner v. *Moore.* In legal documents the primary meaning of "month" is lunar month, as well in mercantile or commercial documents as in ordinary contracts. (73 L. J. Ch. 377; L. R. [1904] 1 Ch. 305.)

1875. [212]
Gibson v. *Barton.* Companies Act, 1862, s. 49—"Once at least in every year" means once in the period of time commencing on

January 1 and ending on December 31, and not once in the period of twelve months commencing from the day of registration of the company. (44 L. J. M. C. 81; L. R. 10 Q. B. 329.)

1893. [213]
Mercantile Investment Co. v. *International Co. of Mexico.* "Fourteen clear days" means exclusive of the day on which the notice is given and the day on which the meeting is held. (L. R. [1893] 1 Ch. 484, at p. 489.)

1816. [214]
Norton v. *Salisbury, Town Clerk.* 6 & 7 Vict. c. 18, s. 62—Notice of Appeal—"Ten days at least before the first day appointed" means ten *clear*, exclusive of day of service and day so appointed. (16 L. J. C. P. 9; 4 C. B. 32.)

1885. [215]
Railway Sleepers Supply Co., In re. Companies Act, 1862, s. 51—An interval of "not less than fourteen days" between two meetings means fourteen days clear of the days of the first and second meetings. (54 L. J. Ch. 720; L. R. 29 Ch. D. 204.)

1838. [216]
Reg. v. *Shropshire, JJ.* Where an act is to be done so many days *at least* before a given event, the time must be reckoned excluding both the day of the act and that of the event itself. (7 L. J. M. C. 56; 8 A. & E. 173; 2 N. & P. 286; 1 W. W. & H. 158.)

1838. [217]
Webb v. *Fairmaner.* Computation of an interval of time—"Two months" held to mean two calendar months from a given day of a month till the corresponding day of the second month, with one day over. (7 L. J. Ex. 140; 3 M. & W. 473.)

1840. [218]
Young v. *Higgon.* In the computation of a calendar month's notice the day of giving the notice and the day of giving out the writ are both to be excluded, otherwise the party will not have a whole month in which to decide what he will do. (9 L. J. M. C. 29; 6 M. & W. 49.)

UNLAWFUL ASSEMBLIES.

1882. [219]
Beatty v. *Gillbanks.* Lawful street procession—No act done by persons forming the procession—Held, that the justices had no authority to prohibit the procession, or to bind over any of its members in recognizances. (51 L. J. M. C. 117; L. R. 9 Q. B. D. 308; 47 L. T. 194; 46 J. P. 789.)

1801. [220]
Burrows v. *Wright.* Riot Act (1 Geo. I., st. 2, c. 5), s. 6—Where a mob attacked a baker's house and broke the glass and shutters of the windows, and compelled him to sell flour at a price named by themselves below the marketable value—Held, this was evidence for the jury of a felonious beginning to demolish the house, &c. within the above Act—And that the plaintiff might recover for the damage done to the house in an Action against the Hundred on the 6th section, but not for the value of the flour so sold, that not being consequential to the act of demolition—Nor could he recover for the value of other flour taken and wasted in another warehouse distinct from his dwelling-house on the opposite side of the street, of which the lock only was burst; that not being a beginning to demolish, &c. within the Act, with the view with which it appeared to have been done. (1 East, 615; 6 R. R. 351.)

1881. [221]
Drake v. *Foottitt.* Riot Act (1 Geo. I., st. 2, c. 5), s. 1—The Hundred is not liable for the acts of a mob, unless the mob evinces an intention to destroy wholly or in part—Hundred held not liable for the mere theft of goods from a house attacked tumultuously by rioters—Various cases cited. (50 L. J. M. C. 141; 45 L. T. 798.)

1801. [222]
Greasley v. *Higginbottom.* Riot Act (1 Geo. I., st. 2, c. 5), s. 6—Where a mob, after beginning to demolish and pull down a house, steal flour therein, or force the owner to sell it at an under price, the value thereof cannot be recovered in an action against the Hundred on the 6th section of the above Act, such stealing and robbery being substantive felonies, and not within the offence created by the 4th section—But flour which was spoiled or destroyed at the time of such beginning to demolish, &c. may be so recovered. (1 East, 636; 6 R. R. 354.)

1888. [223]
Gunter v. *Metropolitan Police Receiver.* Riot (Damages) Act, 1886, s. 2, sub-s. 1.—The statute applies even though the riot took place on private premises, but where provocation is offered to the crowd the case is taken out of the statute. (53 J. P. 249.)

1888. [224]
Lewis, Ex parte. Application for summons against police authorities who were alleged to have disturbed a meeting in Trafalgar Square—Application refused by magistrate—Application for *mandamus* against him also refused, no legal offence on the part of the police being disclosed. (52 J. P. 773.)

1822. [225]
Redford v. *Birley.* "All persons assembled to sow sedition, and bring into contempt the Constitution, are in an unlawful assembly; all persons assembled in furtherance of this object are unlawfully assembled too." [*Per* Bayley and Holroyd, JJ.] (3 Stark. 76, at p. 103.)

1848. [226]
Reg. v. *Sharpe.* If three or more persons are assembled at a meeting, and speeches are made to excite such persons with a view to incite them to commit acts of violence, and if that meeting is so connected in point of circumstances with a subsequent riot that the riot cannot be reasonably severed from the meeting, the authors of the incitement may be convicted for the riot though not present at it—He who inflames people's minds and induces them to accomplish by violent means an illegal object is himself a rioter, though he take no part in the riot. (3 Cox, C. C. 288.)

1839. [227]
Reg. v. *Vincent.* Any meeting assembled under such circumstances as, according to the opinion of rational men, are likely to promote danger to the tranquillity and peace of the neighbourhood, is an unlawful assembly—The jury may fitly take into consideration the hour at which the meeting is held and the language used by the speakers and the persons addressed—The circumstances must be such as to alarm not only timid persons, but also persons reasonably firm and courageous. (9 C. & P. 91.)

1831. [228]
Rex v. *Birt.* *Per* Patteson, J.: If persons "assemble in a tumultuous manner, and actually execute their purpose with violence, it is a riot; but if they merely meet upon a purpose which, if executed, would make them rioters, and having done nothing, they separate without carrying their purpose into effect, it is an unlawful assembly." (5 C. & P. 154.)

1833. [229]
Rex v. *Fursey.* A riot is not the less a riot, nor an illegal meeting the less an illegal meeting because the proclamation in the Riot Act has not been read—Without that proclamation being read at all, if a meeting is illegal, persons who attend are guilty of an offence at common law—A meeting called "to adopt preparatory measures for holding a national convention" is an illegal meeting. (6 C. & P. 81.)

1820. [230]
Rex v. *Hunt.* Persons presented at a meeting called to excite discontent and disaffection against the King's Government may be

indicted for conspiracy—Inscriptions and devices on banners and flags displayed at a meeting are evidence of the intentions of the promoters, and parol evidence of these inscriptions, &c., suffices, without the production of the originals—It is evidence of the intentions of the chairman of the meeting to show what he said and did in presiding over a previous meeting convened for a purpose avowedly similar. (3 B. & Ald. 566.)

1833. [231]

Rex v. *Woolcock*. Riot Act (1 Geo. I., st. 2, c. 5), s. 1—Indictment for remaining assembled at the expiration of one hour after the reading of the proclamation—If the proclamation is read more than once the time may be computed from the first reading. (5 C. & P. 516.)

1901. [232]

Wise v. *Dunning*. Protestant meeting in a street—Lecturer held lawfully bound over to be of good behaviour—*Semble*, that justices have jurisdiction to bind over a person who in addressing a meeting in a public place, although he does not directly incite to the commission of breaches of the peace, uses language the natural consequence of which is that breaches of the peace will be committed by others, and who intends to hold similar meetings, and use similar language, in the future. (71 L. J. K. B. 480; L. R. [1902] 1 K. B. 167; 85 L. T. 721.)

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